***"English translation for information purposes only. In case of discrepancies between the Spanish original and the English translation, the Spanish version shall prevail".*

ANNEX I TEMPLATE

ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

ISSUER IDENTIFICATION

FINANCIAL YEAR:	31.12.2024
TAX ID CODE:	A-28297059
Corporate Name:	**PROMOTORA DE INFORMACIONES, S.A.**
Registered address:	Gran Vía, 32. Madrid 28013

A CAPITAL STRUCTURE

A.1. Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

NO

Date of the last modification of the share capital	Share capital (€)	Number of shares	Total number of voting rights, including additional loyalty-attributed votes
13/11/2024	108,638,019.30	1,086,380,193	1,086,380,193

Remarks
i. In February 2023, the Company carried out an issuance of subordinated notes mandatorily convertible into newly issued ordinary shares of the Company, with recognition of the preferential subscription rights of PRISA's shareholders, for a total maximum nominal amount of up to EUR 129,999,500, through the issue and placement into circulation of up to a total of 351,350 notes of EUR 370 nominal value each (2023 Convertible Bonds), implemented through a public subscription offering (Issuance 2023). Within the framework of the Issuance 2023 (and in addition to the capital increases already carried out during the 2023 financial year): i) in February 2024 the share capital of PRISA was increased by a nominal amount of EUR 2,028,700, to attend the conversion of 20,287 subordinated notes (after an extraordinary conversion period); ii) in May 2024 the share capital of PRISA was increased by a nominal amount of EUR 15,500 to attend the conversion of 155 subordinated notes, and ii) in November 2024 the share capital of PRISA was increased by a nominal amount of EUR 100 to attend the conversion of 1 subordinated note. ii. In April 2024, the Company carried out an issuance of subordinated notes mandatorily convertible into newly issued ordinary shares of the Company, with recognition of the preferential subscription rights of PRISA's shareholders, for a total maximum nominal amount of up to EUR 99,999,900 euros, through the issue and placement into circulation of up to a total of 270,270 notes of EUR 370 nominal value each (2024 Convertible Bonds), implemented through a public subscription offering (Issuance 2024). Within the framework of the Issuance 2024: i) in May 2024 the share capital of PRISA was increased by a nominal amount of EUR 5,765,400 to attend the conversion of 57,654 subordinated notes, and ii) in November 2024 the share capital of PRISA was increased by a nominal amount of EUR 1,200 to attend the conversion of 12 subordinated notes. Consequently, as of December 31, 2024, the share capital of PRISA amounts EUR 108,638,019.30 and is represented by 1,086,380,193 ordinary shares, all of which belong to the same class and series, each with a par value of 0.10 euros, with the same rights and fully paid up.

The date of the last modification of the share capital (13/11/2024) is the date of execution of the public deed of the share capital increase after the last ordinary conversion period of the issuances 2023 and 2024.

State whether there are different classes of shares with different associated rights:

NO

A.2. List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name of shareholder	% of voting rights attached to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
JOSEPH OUGHOURLIAN	0.00	29.72	0.00	0.00	29.72
VIVENDI, S.E.	11.87	0.00	0.00	0.00	11.87
GLOBAL ALCONABA, S.L.	7.63	0.00	0.00	0.00	7.63
RUCANDIO, S.A.	0.00	7.32	0.00	0.00	7.32
CONTROL EMPRESARIAL DE CAPITALES, S.A. DE CV	6.51	0.00	0.00	0.00	6.51
JUAN ADOLFO UTOR MARTINEZ	0.00	5.41	0.00	0.00	5.41
KHALID BIN THANI BIN ABDULLAH AL-THANI	3.35	0.00	0.00	0.00	3.35
ROBERTO LÁZARO ALCÁNTARA ROJAS	0.00	3.27	0.00	0.00	3.28
BANCO SANTANDER, S.A.	1.59	1.56	0.00	0.00	3.15
DIEGO PRIETO MARTAGÓN	0.00	3.12	0.00	0.00	3.12

Remarks
i) The significant holdings indicated in the tables above are in accordance with the information published on the CNMV's website as of 31 December 2024 and, in some cases, with the information provided by the Shareholders to the Company. ii) Mr. Joseph Oughourlian, external director representing significant shareholdings, controls Amber Capital UK, LLP which acts as investment manager to Oviedo Holdings Sarl and Amber Capital Investment Management ICAV - Amber Global Opportunities Fund (direct owners of the shareholdings declared in the table above). iii) Mr. Juan Adolfo Utor controls Consignaciones y Amarras, S.A. and this, in turn, controls Gestión Naviera, S.L. iv) Mr. Roberto Lázaro Alcántara Rojas is the direct owner of 18,565 shares (representing 0.00%

of the share capital). Additionally, Mr Lázaro controls 85% of Consorcio Transportista Occher, S.A. de CV, direct owner of the shareholdings declared in the table above. v) According to the information available to the Company, as of December 18, 2020, date of holding of the last PRISA Shareholders' Meeting attended by Banco Santander, it was the owner, directly and indirectly, of the voting rights that are reflected in the above tables. Currently, and according to the information communicated by Banco Santander, S.A. to the Company, its indirect participation is held through Cántabro Catalana de Inversiones, S.A. and Suleyado 2003, S.L.

Breakdown of the indirect holding:

Indirect Shareholder's Name	Direct Shareholder's Name	% of total voting rights
JOSEPH OUGHOURLIAN	OVIEDO HOLDINGS, S.A.R.L	23.37
JOSEPH OUGHOURLIAN	AMBER CAPITAL INVESTMENT MANAGEMENT ICAV - AMBER GLOBAL OPPORTUNITIES FUND	6.35
RUCANDIO, S.A.	AHERLOW INVERSIONES, S.L.	7.30
RUCANDIO, S.A.	PROMOTORA DE PUBLICACIONES, S.L.	0.01
RUCANDIO, S.A.	RUCANDIO INVERSIONES, SICAV, S.A.	0.01
JUAN ADOLFO UTOR MARTÍNEZ	GESTIÓN NAVIERA, S.L.	5.41
ROBERTO LAZARO ALCÁNTARA ROJAS	CONSORCIO TRANSPORTISTA OCCHER, S.A. DE CV	3.27
BANCO SANTANDER, S.A.	SULEYADO 2003, S.L	0.51
BANCO SANTANDER, S.A.	CANTABRO CATALANA DE INVERSIONES, S.A	1.05
DIEGO PRIETO MARTAGON	HOPLITAS INVERSIONES, SICAV, S.A.	3.12

State the most significant shareholder structure changes during the year:

Most significant changes
The most significant changes in the shareholder structure during the year 2024, based on the shareholders' disclosures to the CNMV and whether their shareholdings have reached, exceeded or fallen below the thresholds specified in article 23 of Royal Decree 1362/2007 of 19 October, implementing Law 24/1988 of 28 July on the Securities Market in relation to transparency requirements (3%, 5%, 10%, 15%, 20%, 25%… etc. of share capital), are as follows: i. D. Diego Prieto Martagon has exceeded the 3% threshold of the share capital; ii. D. Juan Adolfo Utor Martinez has exceeded the 5% threshold of the share capital; iii. The stake held by MELQART OPPORTUNITIES MASTER FUND LTD (resident in a tax haven) dropped below the 1% threshold.

A.3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
FRANCISCO CUADRADO PÉREZ	0.06	0.00	0.00	0.00	0.06	0.00	0.00
PILAR GIL MIGUEL	0.04	0.00	0.00	0.00	0.04	0.00	0.00
CARLOS NUÑEZ MURIAS	0.03	0.00	0.00	0.00	0.03	0.00	0.00
MANUEL POLANCO MORENO	0.01	0.01	0.00	0.00	0.02	0.00	0.00
ANDRÉS VARELA ENTRECANALES	0.60	0.00	0.00	0.00	0.60	0.00	0.00

Total percentage of voting rights held by the Board of Directors	30.47%

Remarks
i) The director Mr. Joseph Oughourlian indirectly holds a significant stake in the Company's share capital (29.72%), as stated in section A.2 above. ii) Given that the indirect holdings reported by director Mr Manuel Polanco don´t represent 3% of the voting rights of the Company, it is not necessary identify the direct holders thereof, according to the terms of the Instructions for Completing the Annual Corporate Governance Report approved by CNMV Circular 3/2021. iii) Mr. Carlos Núñez has ceased as director and as Executive President of PRISA Media on February 26, 2025.

Breakdown of the indirect holding:

Name of director	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights	% voting rights that can be transmitted through financial instruments

Total percentage of voting rights represented on the Board of Directors	57.29%

Remarks
This includes the voting rights held either directly or indirectly by: Mr Joseph Oughourlian (proprietary director); Vivendi, S.E. (significant shareholder represented on the Board through the proprietary director Ms Carmen Fernández de Alarcón); Global Alconaba, S.L. (significant shareholder represented on the Board through the proprietary director Mr Andrés Varela Entrecanales); Rucandio, S.A. (significant shareholder represented on the Board through the

proprietary director Mr. Manuel Polanco); and the directors Mr. Andrés Varela, Mr. Francisco Cuadrado, Ms Pilar Gil, Mr. Carlos Nuñez and Mr. Manuel Polanco.

A.4 If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:

Names of the Related Persons or Entities	Type of Relationship	Brief Description
JOSEPH OUGHOURLIAN/ AMBER CAPITAL UK LLP	Contractual	Joseph Oughourlian controls Amber Capital UK LLP (Amber), which is the investment manager of Oviedo Holdings, SARL and Amber Capital Investment Management ICAV - Amber Global Opportunities Fund. Amber is vested with discretion to exercise voting rights for the funds pursuant to written investment management agreements. The exercise of the voting rights is also subject to Amber´s policies and procedures.
RUCANDIO, S.A/ AHERLOW INVERSIONES, S.L.	Corporate	Rucandio, S.A. controls indirectly 100% of the share capital of Aherlow Inversiones, throuh Timón, S.A.
RUCANDIO, S.A./ PROMOTORA DE PUBLICACIONES, S.L.	Corporate	Rucandio, S.A. controls indirectly 100% of the share capital of Promotora de Publicaciones, S.L., through Timón, S.A.
RUCANDIO, S.A./ RUCANDIO INVERSIONES, SICAV S.A	Corporate	Rucandio, S.A. holds 46.85% of Rucandio Inversiones SICAV, S.A.

A.5 If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or group, unless they are insignificant or arise in the ordinary course of business:

See section D on related transactions

A.6 Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives.

Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
JOSEPH OUGHOURLIAN	AMBER CAPITAL UK LLP	AMBER CAPITAL UK LLP	JOSEPH OUGHOURLIAN IS DIRECTOR REPRESENTING AMBER CAPITAL UK LLP. MR. OUGHOURLIAN CONTROLS AMBER CAPITAL UK LLP (AS HE IS MAJORITY SHAREHOLDER OF AMBER CAPITAL MANAGEMENT LP, OWNER OF AMBER CAPITAL UK HOLDINGS LIMITED WHICH, IN TURN, OWNS AMBER CAPITAL UK LLP).
SYLVIA BIGIO ZUSMAN	AMBER CAPITAL UK LLP	AMBER CAPITAL UK LLP	SYLVIA BIGIO IS A PROPRIETARY DIRECTOR REPRESENTING AMBER CAPITAL UK LLP
CARMEN FERNANDEZ DE ALARCON	VIVENDI, S.E.	VIVENDI, S.E.	CARMEN FERNANDEZ DE ALARCON IS A PROPRIETARY DIRECTOR REPRESENTING VIVENDI, S.E. AND, IN ADDITION, SHE IS THE CEO OF HAVAS ESPAÑA (A SUBSIDIARY OF VIVENDI).
ANDRES VARELA ENTRECANALES	GLOBAL ALCONABA, S.L.	GLOBAL ALCONABA, S.L.	ANDRES VARELA ENTRECANALES IS DIRECTOR REPRESENTING GLOBAL ALCONABA, S.L.
MANUEL POLANCO MORENO	RUCANDIO, S.A.	RUCANDIO, S.A.	MANUEL POLANCO IS DIRECTOR REPRESENTING TIMON, S.A. A COMPANY CONTROLED BY RUCANDIO, S.A. MR POLANCO IS ALSO: I) CEO OF RUCANDIO, S.A., IN WHICH HE HOLDS 25% OF ITS SHARE CAPITAL; AND II) DIRECTOR OF RUCANDIO INVERSIONES, IN WHICH HE HOLDS DIRECTLY 12.96% AND INDIRECTLY 0.13% OF ITS SHARE CAPITAL.

Remarks

A.7. State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Companyes de Capital ("Corporate Enterprises Act" or "LSC"). If so, describe these agreements and list the party shareholders:

YES

Parties to the Shareholders' Agreement
IGNACIO POLANCO MORENO
MARIA JESÚS POLANCO MORENO
MARTA LOPEZ POLANCO
ISABEL LOPEZ POLANCO
MANUEL POLANCO MORENO
JAIME LOPEZ POLANCO
LUCIA LOPEZ POLANCO

% of share capital: 7.32%

Brief Description of the Agreement: Shareholder Agreement in Rucandio: On December 23, 2003, Mr. Ignacio Polanco Moreno, Ms. Isabel Polanco Moreno–deceased- (whose children have succeeded to her position in this agreement), Mr. Manuel Polanco Moreno, Ms. Mª Jesús Polanco Moreno and their now deceased father Mr. Jesús de Polanco Gutiérrez and deceased mother Ms. Isabel Moreno Puncel signed a Family Protocol, to which a Shareholder Syndicate Agreement was annexed concerning shares in Rucandio, S.A., whose objective was to prevent the entry of third parties not members of the Polanco family in Rucandio, S.A., establishing procedures for voting, representation, excrcising shareholder rights and the transfer of interests.

Expiry date of the agreement, if any: Indefinite

Remarks
The information on the previous shareholders' agreement is that which is published on the CNMV website (material disclosure no 83185 dated 14 August 2007). In addition, it is outlined that there was a Shareholder Agreement in Promotora de Publicaciones, S.L. (Propu) (material disclosures no 48407 and 49622, dated 22 March 2004 and Material disclosure no.63701 dated January 30, 2006) but as Rucandio has indicated to the Company, in 2022 Propu was converted to a single-member entity and, thus, the shareholder agreement is no longer in effect.

State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

NO

Remarks
The only information available to the Company is that of the shareholder agreements described above.

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

A.8. State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV"). If so, please identify them:

NO

A.9. Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
3,167,376	0	0.29

Remarks
i. The Company has a liquidity contract with JB Capital Markets Sociedad de Valores, S.A. (the "Financial Intermediary") for the purpose of favoring the liquidity and regularity of the Company's shares quotation, within the limits established by the Company's Shareholders General Meeting and the applicable regulation, in particular, Circular 1/2017 of the CNMV. The Financial Intermediary will perform the operation regulated by the Liquidity Contract in the Spanish regulated markets and multilateral trading system, through the market of orders, according to the contracting rules, within the usual trading hours of these and as established in Rule 3 of Circular 1/2017. ii. In November 2024 the Board of Directors resolved to set up a buy-back programme for the repurchase of its own shares (the "Buy-back Programme"), pursuant to the authorization granted by the ordinary General Shareholders' Meeting of the Company, held on June 26, 2024. The purpose of the buy-back Programme is to provide the Company's treasury stock with a sufficient number of shares to cover the settlements of the compensation plans currently in force for the executive directors and managers (directivos) of the PRISA Group, which are payable in shares. The buy-Back Program began on November 19, 2024 and will remain in effect until April 30, 2025. However, the buy-Back Program may be terminated early if, prior to the scheduled termination date, PRISA has acquired shares under the Program for a purchase price that reaches the maximum monetary amount or the maximum number of shares, or if another circumstance occurs that so advises or requires. As a consequence of the establishment of the buy-Back Programme, effective November 19, 2024, the liquidity agreement entered into with JB Capital Markets, Sociedad de Valores, S.A.U. was temporarily suspended.

A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

On treasury stock policy, the Shareholders' Meeting held in June 2024, agreed to grant express authorisation for derivative acquisition of shares of the Company, directly or through any of its subsidiaries, with the following limits or requirements:

(i) Methods of acquisition: by purchase, exchange, accord and satisfaction or by any other inter vivos act for consideration, as well as any others permitted under law, once or multiple times.

(ii) Maximum amount: The par value of the shares acquired directly or indirectly, added to that of those already held by the Company and its subsidiaries and, if applicable, the controlling company and its subsidiaries, at no time will exceed the permissible legal maximum.

(iii) Characteristics of the acquired shares: The acquired shares must be free of any liens or encumbrances, must be fully paid up and not subject to performance of any kind of obligation.

(iv) Mandatory reserve: A restricted reserve must be established within net worth in an amount equivalent to the amount of the treasury shares reflected in assets. This reserve shall be maintained until the shares have been disposed of or cancelled or there is been a legislative change so authorising.

(v) Term: 5 years from the date of approval of the resolution.

(vi) Minimum and maximum price: when acquisition is for valuable consideration, the price or countervalue shall not be lower than par value or more than 20 percent higher than market price, in both cases, at the moment of the acquisition. The transactions for the acquisition of own shares will be in accordance with the rules and practices of the securities markets.All of the foregoing will be understood to be without prejudice to application of the general scheme for derivative acquisitions contemplated in the current Capital Companies Act.

The shares acquired as a consequence of this authorisation may be used, total or partially, to be sold, amortized, or to the application of any remuneration system, plan or resolution by means of or any agreement for the delivery of shares or options on shares to the members of the Board of Directors and to the managers of the Company or its Group in force at any time, and that express authorisation is granted for the shares acquired by the Company or its subsidiaries pursuant to this authorisation, and those owned by the Company at the date of holding of this General Meeting, to be used, in whole or in part, to facilitate fulfilment of the aforementioned plans or agreements, as well as the performance of programs that increase the participation in the Company's share capital such as, for example, dividend reinvestment plans, fidelity bonus or other analogous instruments. In addition, shares acquired under this authorization may be devoted totally or partially to implementing potential corporate or business transactions or decisions, as well as for any other purpose that the law permits.

The Board of Directors is also authorised to substitute the delegated powers granted by this General Shareholders Meeting regarding this resolution in favor of the Chairman of the Board of Director or the Secretary of the Board.

Likewise on December 31, 2024, the current powers conferred to issue shares, upon the Board of Directors at the Shareholders' Meeting, are the following:

i. Resolutions adopted by the General Shareholders Meeting of June 2024 (in effect until June 2029) delegating authority to the Board of Directors to: a) Increase capital with delegation to exclude preemption rights, if any, and b) Issue fixed income securities convertible into newly-issued shares and/or shares exchangeable for outstanding shares of Prisa and other companies, warrants (options to subscribe new shares or acquire outstanding shares of Prisa or other companies), bonds and preferred shares, with delegation of the authority to increase capital by the amount necessary to cover applications for conversion of debentures or exercise of warrants, and to exclude the preemption rights of shareholders and holders of convertible debentures or warrants on newly-issued shares.

ii. Medium-Term Incentive Plans for the period falling between 2022 and 2025, consisting of the award of Company shares linked to the performance of certain objectives, targeted at the Executive Chairman of PRISA Media, the Executive Chairman of Santillana and the CFO of PRISA (who are executive directors of PRISA), approved at the General Shareholders Meetings held in June 2022 and in June 2023. The Plans may be covered with treasury stock, with newly issued shares or through the Company's contracting of suitable financial coverage instruments. It is entrusted the Board of Directors, including an express power of delegation, with the implementation, development, formalization and enforcement of the aforesaid compensation scheme.

A.11 Estimated working capital:

	%
Estimated working capital	17.60

Remarks
Floating capital has been estimated following the instructions of CNMV Circular 3/2021, that is, not taking into account the part of the share capital in the hands of significant shareholders or the voting rights of members of the Board of Directors or treasury stock and avoiding duplicities which exist between the data reported in sections A.2 and A.3.

A.12 State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

NO

A.13 State if the shareholders have resolved at a meeting to adopt measures to neutralise a take-over bid pursuant to the provisions of Act 6/2007.

NO

A.14 State if the company has issued shares that are not traded on a regulated EU market.

NO

If so, please list each type of share and the rights and obligations conferred on each.

List each type of share

B GENERAL SHAREHOLDERS' MEETING

B.1 State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the company and if so, describe them in detail:

NO

B.2 State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LSC and, if so, explain:

NO

B.3 State the rules for amending the company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.

The amendment of the Bylaws is a matter for the General Shareholders Meeting and shall be carried out in accordance with the provisions contained in the Capital Companies Act and the Bylaws, whose article 14 provides that for approval of Articles amendments and unless the law otherwise provides, the favorable vote of the absolute majority of the voting shares present in person or by proxy at the General Shareholders Meeting will be required if the capital present in person or by proxy is more than 50%, or the favorable vote of two thirds of the capital present in person or by proxy at the Meeting when, on second call, shareholders are present that represent 25% or more of the subscribed voting capital without reaching 50%.

Regarding the voting of the agreement in the General Meeting, in any case those matters that are substantially independent and, in particular, each article or group of articles of the Bylaws that have their own autonomy, will be voted on separately in accordance with article 197 bis of the Capital Companies Law.

The Nominations, Compensation and Corporate Governance Commission shall report on proposals for amending the Bylaws. Furthermore, in accordance with the provisions of the Capital Companies Act, the Board shall prepare a report justifying the proposed bylaw amendment to be published on the website of the Company from the date of publication of the notice of the General Shareholders Meeting. Likewise, in the notice of the call of the General Meeting, the articles whose modification is proposed are clearly stated as well as the rights of all shareholders to examine the full text of the proposed modification and the report on it and to request the delivery or free delivery of said documents, which are also published uninterruptedly on the corporate website from the publication of the notice of the call.

Likewise, the shareholders may request, up to the fifth day prior to the day scheduled for the Meeting, the information or clarifications they deem necessary regarding the proposed amendment (as well as regarding all the matters included in the agenda), or formulate in writing the questions they deem pertinent, and may also request, during the Meeting, the information or clarifications they deem appropriate.

As an exception to the competence of the General Meeting, the Board of Directors is competent to change the registered office within the national territory as provided in articles 285.2 of the Capital Companies Law and 3 of the Bylaws.

B.4 Give details of attendance at General Shareholders' Meetings held during the year of this report and the two previous years:

	Attendance data					
Date of General Meeting	% physically present	% present by proxy	% distance voting: Electronic voting	% distance voting: Other	Total	Of which, free float:
28 June 2022	47.40	22.24	0.00	0.00	69.64	11.70
07 September 2022	45.60	23.78	0.00	0.00	69.38	06.66
27 June 2023	16.33	64.02	0.07	0.00	80.42	16.94
26 June 2024	22.05	60.50	0.06	0.00	82.61	24.32

Remarks
i) The data provided in the above table as to the free float shareholders present at the shareholders' meetings, in person or by proxy, are the result of estimates made by the Company solely for the purpose of completing this template and so cannot be considered exact. The free float shown at the mentionated shareholders' meetings includes both shareholders present in person and those who attended by proxy. ii) The percentage of electronic voting was 0.002% at the shareholders 'meeting of June 28, 2022, and is not recorded in the table above, because the CNMV`s templates only allows inserting figures with two decimals. iii) The General Shareholders' Meetings which took place in 2024, 2023 and 2022 were held in a mixed way, combining physical assistance and remote assistance.

B.5 State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason.

NO

B.6 State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:

NO

B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.

NO

B.8 State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The Company maintains a website for the information of shareholders and investors whose URL is http://www.prisa.com.

Within this website there is a section entitled "Shareholders and Investors", within which is posted all information PRISA must make available to its shareholders.

As of December 31, 2024, the section "Shareholders and Investors" was organized into the following sections: I. GENERAL INFORMATION: i) Communication channels, ii) Shares and Share Capital, iii) Major Shareholders and Treasury Stock, iv) Shareholder agreements Pactos parasociales, v) Dividends, and vi) Prospectus; II. CORPORATE GOVERNANCE: i) Bylaws, Regulations And Other Internal Rules, ii) Board of Directors and Board Committees, iii) Senior management, iv) Remuneration of Board members and v) Corporate Governance Report; III. FINNACIAL INFORMATION: i) Periodic Public Information (IPP), ii) Audited Financial Statements and Management Report, iii) Average payment period to suppliers, iv)Capital Markets Day, v) Ratings IV. GENERAL SHAREHOLDERS' MEETING (contains the Annual General Meeting Regulations as well as all available information with regard the AGMs held since 2003) and V) COMMUNICATIONS TO CNMV: i) Inside Information, ii) Other Relevant Information; and iii) Relevant Information until February 8th, 2020.

C COMPANY ADMINISTRATIVE STRUCTURE

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	5
Number of directors set by the general meeting	15

C.1.2 Complete the following table on directors:

Name of director	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
JOSEPH OUGHOURLIAN	PROPRIETARY	CHAIRMAN	18 December 2015	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
FERNANDO CARRILLO FLOREZ	INDEPENDENT	FIRST DEPUTY CHAIRMAN	27 June 2023	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
PILAR GIL MIGUEL	EXECUTIVE	SECOND DEPUTY CHAIRMAN	28 February 2023	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
SYLVIA BIGIO ZUSMAN	PROPRIETARY	DIRECTOR	21 February 2024	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING
FRANCISCO CUADRADO PÉREZ	EXECUTIVE	DIRECTOR	27 July 2021	28 june 2022	RESOLUTION BY THE SHAREHOLDERS' MEETING
BEATRICE DE CLERMONT-TONERRE	INDEPENDENT	DIRECTOR	3 June 2019	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
CARMEN FERNÁNDEZ DE ALARCON ROCA	PROPRIETARY	DIRECTOR	29 June 2021	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING
MARGARITA GARIJO-BETTENCOURT	INDEPENDENT	DIRECTOR	27 June 2023	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING
MARIA JOSE MARIN REY-STOLLE	INDEPENDENT	DIRECTOR	23 February 2021	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING

CARLOS NUÑEZ MURIAS	EXECUTIVE	DIRECTOR	29 June 2021	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING
MANUEL POLANCO MORENO	PROPRIETARY	DIRECTOR	19 April 2001	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
TERESA QUIRÓS	INDEPENDENT	DIRECTOR	30 November 2021	28 June 2022	RESOLUTION BY THE SHAREHOLDERS' MEETING
ISABEL SÁNCHEZ GARCÍA	INDEPENDENT	DIRECTOR	27 June 2023	27 June 2023	RESOLUTION BY THE SHAREHOLDERS' MEETING
JAVIER SANTISO GUIMARAS	INDEPENDENT	DIRECTOR	22 December 2020	26 June 2024	RESOLUTION BY THE SHAREHOLDERS' MEETING
ANDRES VARELA ENTRECANALES	PROPRIETARY	DIRECTOR	07 September 2022	07 September 2022	RESOLUTION BY THE SHAREHOLDERS' MEETING

Total number of directors	15

State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

Name of director	Director type at time of leaving	Date of last appointment	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term

Reason for leaving and other remarks
In relation to the above tables it is stated the following: i) Mr. Fernando Carrillo is also Coordinating Director. ii) Mr. Carlos Núñez has ceased as director and as Executive President of PRISA Media on February 26, 2025. iii) Mrs María José Marín is also known for Pepita Marín and Mrs Margarita Garijo-Bettencourt is also known for Margarita Garijo Gómez. iv) The proprietary director Mr. Miguel Barroso Ayats died in January 2024.

C.1.3 Complete the following tables regarding the members of the Board and their categories:

EXECUTIVE DIRECTORS

Name of director	Post in organisational chart of the company	Profile
PILAR GIL MIGUEL	SECOND DEPUTY CHAIRMAN AND CFO	Pilar Gil has a degree in Economics from ICADE (E-2) and has completed the executive education program (PDD) at IESE. She began her career at Chase Manhattan Bank, specializing in tracking international markets, before moving to Arthur Andersen, where for three years she audited a range of companies. Pilar Gil who originally joined PRISA to oversee its IPO in 2000, has been a key participant in all the company's key events since then, both with regard to refinancing operations and capital increases as well as PRISA's ambitious plans as the group has continued to evolve in a highly competitive technological environment. In addition, she has been instrumental in the development of the Group's current Strategic Plan and has overseen the company's first Capital Markets Day. In May 2021 she was named Chief Cabinet of PRISA's President and responsible for dealings with shareholders and investors. She is the Finance Director of PRISA since July 2022 and executive director of the Company since February 2023. In June 2023, she was appointed second Deputy Chairman by PRISA´s Board of Directors.
FRANCISCO CUADRADO PÉREZ	EXECUTIVE CHAIRMAN OF SANTILLANA	Francisco Cuadrado has a degree in Economics from the Complutense University of Madrid and an MBA from IPADE / IESE in Mexico City. He has more than 30 years' experience in the education sector, particularly in project management in Latin America. He has developed much of his professional career at Grupo PRISA, where he has held a range of positions of responsibility. Since 2010 he has headed Global Education, where he has been instrumental in promoting the group's commitment to digital business, which is now Santillana's chief revenue source. Previously, he was Global Director of the Trade Division, Managing Director in Colombia and Deputy Managing Director of Santillana in Mexico. He has held the position of Executive Chair of Santillana and that of executive director on the Board of PRISA since July 27, 2021.
CARLOS NUÑEZ MURIAS	EXECUTIVE CHAIRMAN OF PRISA MEDIA	Carlos Núñez is a Telecommunications Engineer with a degree from the Polytechnic University of Valencia, an Executive MBA from IESE, PA in Corporate Finance from IE and PADDB + from The Valley

		Digital Business School. He began his professional career at Andersen Consulting (now Accenture). In 2000, together with other partners, he launched the Internet startup Verticalia, the first vertical industry portal for Spain and Latin America. In 2001, he joined Unión Fenosa in the area of investment analysis, and then became part of the Corporate Strategy and Development team until 2005, when he joined the international strategic consulting firm Oliver Wyman where he was appointed partner in 2012. During his tenure there, PRISA Media Executive Chairperson built up extensive experience in strategy and finance projects in the media, energy and telecommunications sectors, both nationally and internationally. In 2014 he joined Spanish communication group Henneo, where a year later he was appointed general manager. He was also appointed as member of the Boards of Directors of Factoría Plural, Radio Zaragoza, Publicaciones y Ediciones del Alto Aragón, Diximedia and the IT company Hiberus. He is also an independent director of Catenon, a company listed on the MAB. He is the Chief Executive of PRISA Media since May 2021.

Total number of executive directors	3
Percentage of Board	20.00%

Remarks
i) Mr. Carlos Núñez has ceased and as Executive President of PRISA Media on February 26, 2025. ii) Section C.1.10 provides more information on other positions held by the directors at Grupo Prisa.

PROPRIETARY DIRECTORS

Name of director	Name of the significant shareholder represented or that has proposed their appointment	Profile
JOSEPH OUGHOURLIAN	AMBER CAPITAL UK LLP	Joseph Oughourlian is the founder of Amber Capital. Mr Oughourlian founded Amber Capital in New York in November 2005. Mr Oughourlian began his career at Société Général in Paris in 1994 and moved to New York in 1996. In 1997, he ventured into proprietary trading at Societé Generale, which led to the first Amber Fund being established in October 2001 with seed capital from the Bank.

		Mr. Oughourlian graduated from the HEC Business School and from IEP (Sciences Po.), both in Paris, and earned his MSc in Economics from the Sorbonne in Paris. Oughourlian currently sits on the boards of a range of companies. He was appointed director of PRISA in December 2015 and has been Deputy Chairman of the Board of Directors since April 29, 2019. In February 2021 he was appointed Chairman.
SYLVIA BIGIO ZUSMAN	AMBER CAPITAL UK LLP	Sylvia Bigio, a dual Peruvian-US citizen, is an expert analyst and portfolio manager specializing in the world of Latin American companies and finance. With an academic background at the universities of Georgetown and Maryland, she has spent much of her wide and varied professional career in New York, where she's worked with major financial firms and funds such as Goldman Sachs, The Rohatyn Group and Itaú. Since 2012, she has worked at the New York office of Itaú Asset Management, one of the world's largest funds focused on investment in Latin America.
CARMEN FERNANDEZ DE ALARCON ROCA	VIVENDI, S.E.	Carmen Fernández de Alarcón has a degree in Economic and Business Sciences (Icade E-2) from the Universidad Pontificia de Comillas. She has more than 25 years of professional experience, at both a national and international level, in the design, development and management of sales, marketing and communication strategies in key sectors such as retail, entertainment, telecommunications, tourism, CSR, energy, media, finance, automotive, luxury and e-commerce. She has wide expertise in the transformation and digitization of businesses and brands. She began her professional career at Procter & Gamble, where she spent seven years. She later held posts at JWT Total Communications (WPP Group), DEC Madrid (BBDO Group), and EHSBRANN (Media Planning Group). She was Managing Director and a member of the Executive Committee at each of these organizations. At Havas Media Group (formerly Media Planning Group), she held various positions, including Chief Commercial Officer and CEO of Havas Sport & Entertainment. She combined the latter position with that of Head of Global Business Transformation. She is currently the CEO of Havas Spain, one of the world's largest advertising-content and media groups with a presence in more than 100 countries. She was one of the 40 female business leaders selected to participate in the second edition of the initiative "Women to Watch" 2018, organized by PWC (a program that seeks to help women managers become directors). She was also chosen as one of the 100 Women Leaders of Spain in the Senior Management category (2019) and was honored for three consecutive years as one of the "100 Most Influential Women in Spain" by the Forbes W List: 2022, 2023, and 2024. Meanwhile, the Coordenadas

		Institute for Governance and Applied Economics named her one of the 15 most influential women in the advertising industry in Spain in 2023. She is a member of the Executive Committee of ACT (Asociación Creatividad Transformadora), a member of IWF (International Women's Forum Spain), and a member of the Junta de Protectores, an Honorary Body, of the Fundación Pro Real Academia Española. She is a board member of Agile Content and of the France-Spain Chamber of Commerce, and a trustee of the MC Anderson Cancer Center Foundation.
MANUEL POLANCO MORENO	TIMON, S.A.	Manuel Polanco Moreno is a Member of the Board of Directors. Manuel Polanco holds a degree in Economics and Business Studies from the Autonomous University of Madrid. He has a thorough understanding of PRISA, where he has spent his entire professional career. He began his career in Latin America, a region which has long proved crucial for the development of the Group. From 1991 to 1993, he headed Santillana in Chile and Peru. He was subsequently appointed editor-in-chief of the Mexican newspaper La Prensa, and he was instrumental in the launch of the American edition of El País in Mexico City, the first Spanish newspaper to be published simultaneously in both countries. It quickly became the newspaper of record and set the standard for international reporting in Latin America. In 1996, he became director of Santillana in Latin America and the United States, based in Miami, a period that saw the creation of the remaining Santillana company outposts across the region. He also improved coordination between offices in different countries. Back in Spain in 1999, he became president of the media sales arm of the entire Group through GDM (Gerencia de Medios), and a year later, he was named president of GMI (Gestión de Medios Impresos), which brought together the newspapers Cinco Dias and AS, magazines and new investments in regional press. In 2005, after the acquisition of Media Capital by PRISA, he was made CEO of Portugal's leading television and audiovisual production company. Here, he oversaw a period of international expansion into other Portuguese-speaking markets, and he consolidated the Portuguese company's lead in television with TVI, as well as in audiovisual production for television through the company Plural. In 2009, he returned to Spain as a Managing Director at PRISA, and he subsequently oversaw the Group's television interests, including Canal + until its sale to Telefonica in 2015. He led the launch of PRISA's production and video division while Deputy Chair of the Group. Polanco has been a director of PRISA since 2001 and was a member of its Executive Committee

		from 2008 to 2023. On January 1, 2018, he took over as Chairman of the Board of Directors of PRISA, a post he held until December of that year. Currently, within Grupo PRISA, he sits on the Boards of DIARIO EL PAIS S.L., PRISA MEDIA S.A., and GRUPO SANTILLANA EDUCACIÓN GLOBAL S.L.U.
ANDRÉS VARELA ENTRECANALES	GLOBAL ALCONABA, S.L.	After studying at the Colegio Estudio and at the Faculty of Veterinary Medicine, in 1985 Varela Entrecanales began his career as a journalist and presenter for musical programs on Radio El País. In 1986 he moved to London where he worked for BBC Radio and Warner Music as well as on the launch of Channel 10 in Spain. Subsequently, in 1990, he returned to Spain and joined Canal Plus from the launch of its broadcasts and worked in the channel's self-promotion department. As a founding partner of GECA, he chaired the television consultancy from 1993 to 1997, specializing in the analysis of audiences and programming trends. In 1995 GECA merged with Globomedia, and he combined his duties at GECA with the post of head of Entertainment Programs at Globomedia, where he produced more than 20 entertainment programs in Spain and Latin America through the company Promofilm. With the subsequent merger of Globomedia and Mediapro, he joined the boards of Grupo Imagina and La Sexta, after its launch in 2006. In 2015 he left Grupo Imagina to found and chair The Pool TM, an audiovisual production company. His family group has been part of PRISA since its foundation and he has sat on the Board of SER for two years.

Total number of proprietary directors	5
Percentage of the Board	33.33%

Remarks
i) Timón, S.A. is a company controlled by Rucandio, S.A. ii) Sections A.6, C.1.10 and C.1.11 provide information on the directors' relationships with significant shareholders and on other of their professional occupations.

INDEPENDENT DIRECTORS

Name of director	Profile
FERNANDO CARRILLO FLOREZ	Fernando Carrillo Flórez is First Deputy Chairman of the Board of Directors, Coordinating Director, Member of the Delegate Committee, President of the Appointments, Remuneration and Corporate Governance Committee and Member of the Sustainability Committee. Fernando Carrillo Flórez has a law and economics degree from the Pontificia Universidad Javeriana in Bogotá, a Master's Degree in Law and Public Finance from Harvard University and a Master's Degree in Public Policy and Administration from Harvard’s John F Kennedy School of

	Government. His high-profile posts have included the positions of Colombian ambassador to Spain, Minister of Justice and Minister of the Interior of Colombia, as well as director of the National Legal Defense Agency and representative of the Inter-American Development Bank in Paris and Brazil. He was Attorney General of the Nation of Colombia from 2017 to 2021. Fernando Carrillo has also taught at the Pontificia Universidad Javeriana, at the Center for Political and Constitutional Studies, the Carlos III University of Madrid and at the Paris Institute of Political Studies, among others. He is the author of more than 14 books and 80 articles on democracy, governance and justice reform.
BEATRICE DE CLERMONT	Béatrice de Clermont Tonnerre is an investor in Artificial Intelligence companies and an independent Director. She was General Manager of Public Sector at Microsoft France until early 2024. Previously, from 2019 to 2022, she was Chief Revenue Officer of the artificial intelligence company Kayrros, a technology company pioneering in the quantification of climate change. Until September 2019, she was the Director for AI Partnerships at Google. She was based at the AI Research Center in Paris, where she oversaw and engaged with large clients on Machine Learning solutions. From 2013 to 2018. she was Southern Europe Director for monetization at GOOGLE, covering France, Spain, and Italy. She was previously Senior VP of Business Development at LAGARDERE, leading mergers and acquisitions; after working for the CANAL PLUS Group from 2001 to 2005 as Head of Interactive Television and Co-Head of Programming. Mrs. de Clermont Tonnerre started her career as a radio journalist for two years and she entered the business world as a strategy analyst at MATRA working on the space industry and defense electronics. Béatrice de Clermont Tonnerre graduated from IEP Paris (BA in Political Sciences and Economy) and obtained her MBA degree from ESSEC (École Supérieure des Sciences Economiques et Commerciales). Béatrice de Clermont Tonnerre also served on the Board of Société Européenne de Satellites (Luxembourg) and as deputy chairperson of the Board of HURRIYET, the leading newspaper in Turkey to be publicly listed. She currently serves as deputy chairperson of the Board at KLEPIERRE, a European specialist in Shopping Centers, listed on the Paris Stock Exchange, and sits on the Board of CCF Bank. She's also a Board Observer of KAYRROS. She has been bestowed with the distinction of Chevalier in France's Ordre national du Mérite (National Order of Merit).
MARGARITA GARIJO-BETTENCOURT	Garijo-Bettencourt is a consulting and communications professional with a wide and varied career first in Spain and then in the United States and France. She has a degree in Molecular Biology from the Complutense University of Madrid and in Management from INSEAD in Paris. She has worked in the fields of business and communications. She began her professional career in 1987 at L'Oréal Spain, where she was marketing director until 1996, when she was appointed member of the Executive Committee and managing director of the firms Helena Rubinstein, Giorgio Armani, Ralph Lauren, Paloma Picasso and Lanvin. That same year she joined the company's Global Strategy Committee. In 2000, she was appointed Managing Director of Business Development and was later

	appointed Managing Director of the company's luxury perfume division. In 2001, she was named Managing Director of Communications and External Relations. In 2005, Garijo-Bettencourt joined the Boston Consulting Group (BCG) in Paris as Managing Director of Communications and Marketing. She then transferred to New York in 2009 where she joined BCG's global marketing team. Until 2022, she held numerous management positions at the company, including global head of brand identity. Her brief included external and internal communications, brand management, talent acquisition and visual identity. She is patron of the Margarita Salas Foundation.
MARIA JOSÉ MARÍN REY-STOLLE	María José Marín Rey-Stolle is one of the most prominent figures in the world of Spanish entrepreneurship. She has a solid background in international management and business finance and a double Spanish-French international business degree from ICADE and Reims Management School. After working as a consultant at Oliver Wyman and as an auditor at PwC, she founded and is now CEO of We Are Knitters, the world's leading digital brand in the hobby and crafts sector. María José Marín was honored in 2020 with the Princess of Girona Business Award for "knowing how to unite tradition and modernity, turning the age-old tradition of knitting into a modern hobby". Since 2024, she has participated in the network of Ambassadors with the aim of making the Foundation's values and goals known in different areas, having taken part on several occasions in the Foundation's Talent Tour. Since 2019, María José has been an Endeavor Spain Entrepreneur, the most powerful network of entrepreneurs in this country. In addition, María José was a finalist as Protagonist of the Year in ModaEs, along with Pablo Isla, and We Are Knitters has won the SME of the Year Award in Emprendedores, the Aster Award from ESIC, the DHL Award for Internationalization and the Award for Internationalization of the Spanish Association of Young Entrepreneurs, CEAJE. At business and social forums, she is an active champion in the fight against the digital divide, as well as socio-economic and gender gaps in entrepreneurship, and she has spoken at events such as DEMO 2020 and South Summit, among others. She teaches at IE University, lSDI, ICADE and IESE. In May 2021 she became the First Secretary of Ateneo Madrid, promoting the dynamization and regeneration of "Grupo 1820", which is committed to the diffusion of Arts, Science, and Literature, with more than 200 years of life. which celebrated its bicentenary this year with the participation of the King and Queen of Spain. She is also a member of the film section of the Ateneo de Madrid.
TERESA QUIRÓS ÁLVAREZ	Teresa Quirós Álvarez is a Member of the Board of Directors, President of the Audit, Risk and Compliance Committee and a Member of the Sustainability Committee. Teresa Quirós holds a degree in Economics and Business Administration from the Faculty of Economics of the University of Malaga and has completed postgraduate studies in a range of programs such as the PADBB+ from The Valley, the Executive Education program at IESE, the Executive Program for Women in Senior Management at ESADE and the Executive Program at Harvard and the Real Colegio Complutense. Quirós has wide and varied experience in the financial sector, an area

	where she has led numerous projects, both nationally and internationally. She has also overseen multiple projects in matters of risk control, regulatory compliance and sustainability, and has developed and implemented innovative strategies in the areas of ESG and corporate governance. Quirós has spent much of her professional career at Red Eléctrica Corporación, a company she joined in 1986 and where she has held numerous different posts. In 1999 she was instrumental in launching the company's IPO, in 2002 she was named Finance Director, and in 2015 she was appointed Chief Financial Officer of the Group. She has been a member of the Executive Committee, the Innovation Steering Team, the Corporate Social Responsibility Committee, the Procurement Committee and the International Affairs Committee. She has also served as Chairperson of REE FINANCE BV, the group's financial subsidiary. She is currently a director and member of the Audit Committees of Acciona Energía and Tubos Reunidos, having previously held the post at Hispasat, Grenergy and Sngular.
ISABEL SÁNCHEZ GARCÍA	Isabel Sánchez García es economista, licenciada en Ciencias Económicas y Empresariales por la Universidad Autónoma de Madrid, y doctora en Economía (PhD) por la Universidad de California, San Diego. Su experiencia académica en educación superior es amplia: en España, ha sido profesora titular en la Universidad Complutense y en la Universidad Carlos III de Madrid y en EEUU, en la Universidad de California en San Diego y en la Universidad de Rochester, Nueva York. Actualmente, forma parte del claustro de IE University, donde ha participado muy activamente desde su creación primero como Directora de los estudios de Grado en Administración de Empresas y ahora como Vicerrectora a cargo del Claustro de Profesores Asociados y Visitantes de todos los programas de master y grado de la institución, y Directora de los IEU Labs. La experiencia de Isabel Sánchez no se limita al ámbito académico. Ha trabajado en áreas de regulación de mercados energéticos y política de defensa de la competencia en distintas instituciones públicas. Entre otros cargos ha sido Subdirectora General de Estudios y Subdirectora General de Concentraciones en el Tribunal de Defensa de la Competencia, Subdirectora de Precios Regulados en la Comisión Nacional del Sistema Eléctrico; Subdirectora de Sistemas Regulados en la Comisión Nacional de Energía; y Directora de Promoción de la Competencia en la Comisión Nacional de Competencia. Además, ha sido consejera independiente de ENAGAS, SA. Isabel Sánchez también ha participado activamente en el desarrollo de políticas de ciencia, tecnología e innovación, habiendo ocupado el puesto de Directora de Gabinete del Secretario de Estado de Política Científica y Tecnológica del primer Ministerio de Ciencia y Tecnología en España. Ha sido consejera del Centro para el Desarrollo Tecnológico Industrial (CDTI) y ha trabajado durante tres años en el Banco Mundial en el Departamento de Desarrollo de Sector Privado y Energía de Latinoamérica y el Caribe, con sede en Washington DC.
MR. JAVIER SANTISO GUIMARAS	Javier Santiso Guimaras is a Member of the Board of Directors and a Member of the Appointments, Remuneration and Corporate Governance Committee. Javier Santiso is CEO and General Partner of Mundi Ventures, a venture capital fund (500 million) He is an investor in tech unicorns such as Farfetch and Skyscanner in the UK, Auto1 and Wefox in Berlin, Bolttech in Singapore, Betterfly in Miami, Klarna in Stockholm and Shift Technology in Paris. He is on the boards of a range of startups, such as Clarity (New

	York), Twinco (Rotterdam) and Convelio (Paris). He is also a member of the board of directors of FNAC Darty in Paris, where he serves on its appointments and remuneration committee. Previously, he was chief economist at Indosuez (Paris) and BBVA (Madrid), heading emerging markets. He served as director of the OECD, the youngest in the entire history of the organization, and as chief economist of the OECD Development Center. He oversaw corporate transformation at the Amerigo venture capital fund, which he founded, at Telefónica. He has also served as CEO in Europe of Khazanah, Malaysia's sovereign wealth fund (US$50 billion) and as its global head of technology investments. Khazanah has invested in a dozen unicorns, including Alibaba in China, Palantir in the United States and Farftech in Europe. He was instrumental in the development of its international office and in setting up its headquarters in London. At that time he was also on the board of directors of Axiata Digital, where he had oversight of the investment committee. Santiso is an avid art collector and is a patron of culture. He is on the International Board of Trustees of the Prado Museum and the Teatro Real; He is also a member of the Board of Trustees of the San Fernando Royal Academy of Arts. He is the founder of the art and poetry publishing house La Cama Sol, and works with artists such as Lita Cabellut, Etel Adnan, Soledad Sevilla, Anselm Kiefer, Jaume Plensa, Miquel Barceló, Rafael Canogar, Juan Uslé, and authors such as Joan Margarit, Pere Gimferrer, Christian Bobin, Tahar Ben Jelloum, Pascal Quignard, some of whom he has translated into Spanish. He has published a dozen books, including Un sol de pulpa oscura (A sun of dark pulp) (Madrid, Franz Ediciones, 2020) with the Iranian artist Shirin Salehi, the novel Vivir con el corazón (Living with the heart) (Madrid, La Huerta Grande, 2021) about the life of Van Gogh, El sabor a sangre no se me quita de la voz (La Huerta Grande, 2022), about the life of Camarón de la Isla; and El cuento de las risas perdidas (The tale of lost laughter) (La Huerta Grande, 2023). In 2023, he published his first novel in French with the Gallimard publishing house, under the prestigious NRF “Blanche” imprint: Un pas de deux (Gallimard, 2023), a fictional life of Jo and Edward Hopper. He has a number of upcoming novels, including Outrenoirs, a nod to the painter Pierre Soulages.

Number of independent directors	7
Percentage of the Board	46.67%

Remarks
Sections C.1.10 and C.1.11 provide information on the independent directors' relationships with significant shareholders and on other of their professional occupations.

State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name of the director	
Description of the relationship	
Statement	

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name of director	Reason	Company, director or shareholder to whom the director is related	Profile

Total number of other external directors	0
Percentage of the Board	0.00%

State any changes in status that has occurred during the period for each director:

Name of director	Date of change	Previous Status	Current status

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				Percentage of the total number of directors in each category			
	Year 2024	Year 2023	Year 2022	Year 2021	Year 2024	Year 2023	Year 2022	Year 2021
Executive	1	1	0	0	33.33	33.33	0.00	0.00
Proprietary	2	1	1	1	40.00	20.00	16.66	16.66
Independent	5	5	4	4	71.43	71.43	66.66	66.66
Other External	0	0	0	0	0.00	0.00	0.00	0.00
Total:	8	7	5	5	53.33	46.67	35.71	35.71

Remarks

C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance

with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

YES

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been implemented, including results achieved
<u>1.Policies on Diversity:</u> i. The Company's Board of Directors Regulation provides that the Board shall ensure that the procedures for selecting its members promote diversity of knowledge, experience, origen, age and gender, and do not reflect implicit biases that might result in any type of discrimination. ii. The Company likewise has a Policy on Diversity of the Board of Directors and Director Selection (the Policy), that contain the following objectives: ○ The director selection or reelection process intends to achieve an appropriate balance and diverse composition of the Board of Directors as a whole. ○ In its broadest sense, the principle of diversity in the composition of the the Board of Directors implies seeking persons fulfilling the defined requisites as to qualifications and personal and professional integrity, and capacity and compatability, and whose appointment will favor a diversity of knowledge, experience, origin, age and gender on the Board. ○ In matters of gender diversity and pursuant to the provisions of Code of Good Governance for Listed Companies recommendations ("CBG") 14 and 15: (i) efforts will be made to ensure that the there is a significant number of women in the Company's senior management, and (ii) the objective is to ensure that prior to the end of 2022 and beyond, women will represent at least 40% of the total members of the Board of Directors. iii. It should likewise be noted that PRISA made sustainability one of its pillars for growth within its 2022-2025 Strategic Plan. To underscore its support for sustainability, PRISA launched a Sustainability Master Plan for 2022-2025 ("PDS"). The PDS aligns all organizational management with the UN's Objectives for Sustainable Development (ODS). Among the ODS that PRISA has set as a priority is gender equality (ODS 5). PRISA has a Sustainability Committee (as a board entity that supervises the implementation of PRISA's sustainability strategy), as well as a Sustainability Department, both headed by women. The above confirms PRISA's board of directors' commitment to diversity. The Board is aware that diversity is a positive element of sustainability for businesses and, thus, for the Company as a whole. Finally, and independently of the Company's internal policies, mention should be made of Organic

Law 2/2024 of 1 August on the Equal Representation and Balanced Presence of Women and Men (the "Equal Representation Law") that transposes into Spanish law EU Directive 2022/2381 (concerning increased gender balance in publicly-traded companies), and among whose objectives are ensuring that traded companies meet minimum thresholds of the presence of the least-represented gender on boards of directors and among senior management.

The First Additional Provision of that law defines equal representation and balanced presence of women and men as a "situation in which persons of either gender do not exceed 60% nor less than 40% in the entity in question".

2. Implementation of Policies in 2024:

2.1. Board of Directors:

At the 2023 closing, PRISA´s Board of Directors comprised 15 directors, seven of whom (46.67%) were women.

In January 2024, the director Mr. Miguel Barroso Ayats died and in February 2024 Ms Sylvia Bigio has been appointed as director, by co-option, as proprietary director to fill the vacancy on the Board following the death of Mr. Miguel Barroso.

With the appointment of Ms. Bigio, the number of female directors has increased to 8, thus representing 53.33% of the total members of the Board.

At the annual shareholders meeting held on 26 June 2024 it was resolved: (i) to reelect directors Mrs Carmen Fernández de Alarcón and Mrs María José Marín (with the category of propietary and independent, respectively) and directors Mr Carlos Núñez and Mr Javier Santiso (with the category of executive and independent, respectively) and (ii) to ratify the Board's interim appointment of Mrs Margarita Garijo and Mrs Sylvia Bigio, likewise being reelected as directors for a new three-year term (with the category of independent and propietary, respectively).

As of 31 December 2024, the composition of PRISA's Board of Directors was as follows: 15 directors (three executive directors, five proprietary directors and seven independent directors), eight of whom are women (representing 53.33% of the total board members, exceeding the 40% goal provided for in the Policy and in the CNMV's good governance recommendations).

It should be noted that, in general, the independent director category is where the Appointments, Compensation and Corporate Governance Committee (NCCGC) and the Board are able to more directly apply those policies and where they have greater margin of decision. Of the Company's seven independent directors, five are women.

Also noteworthy is the fact that each time the Board of Directors has taken a decision concerning its structure or composition, it has first sought prior support and advice from the NCCGC, has taken into account the Board's skills matrix, and has analyzed the board's needs and powers.

It is noted that the executive director Mr. Carlos Núñez has ceased as a director of PRISA and as a member of its Executive Committee as well as Executive President of PRISA Media, on February 26, 2025. All the data included in the following sections on the composition of the Board of Directors and its Committees refer to the end of the 2024 financial year.

2.2. Board committees:

The committees of the Board of Directors are composed mainly of women:

- Audit, Risk and Compliance Commitee: 4 members (100% are women)
- Sustainability Committee: 4 members (75% are women)
- NCCGC: 5 members (60% are members)
- Executive Committee: 5 members (20% are women)

The Audit, Risk and Compliance Commitee and the Sustainability Committeeare chaired by women.

2.3. Management Team:

The Senior Management is made up of the following executives: PRISA CFO (who is Deputy Chairman executive director of PRISA), Executive Chairman of Santillana and Executive Chairman of Prisa Media (who are likewise executive directors of PRISA), Secretary of PRISA Board of Directors, Head of Corporate and Institutional Relations, Head of Communication, Chief Sustainability Officer, Corporate Head of People and Talent and Head of Internal Audit.

Thus, there is a clear interest in increasing female presence in first-level management, since at the closing of the 2024 fiscal year the Company's senior management included four women and five men, which means that women represent 44.45% of this group.

During the 2024 financial year, a Corporate Head of People and Talent joined the Company, which entailed a redefinition of the scope of Senior Management. The Head of People and Talent of PRISA Media ceased to be part of the Senior Manager Team (but continues to perform her responsibilities within the organization). As a result of this organizational change, the female presence in the senior management group has increased from 55.55% (at the end of the 2023 financial year) to 44.45% at the end of the 2024 financial year.

The profiles of senior managers reflect diversity with respect to age, education, experience and professional qualifications. The ages of senior managers range from the most veteran who is 62 years old to the youngest exective who is 52. This ensures a balance between the maturity, broad experience and market knowledge of the older directors and the addition of new skills provided by the younger executives, all of whom work together to adapt our business to its current environment.

Likewise, among the 50 key managers, 34% are women. All of them have diverse profiles with regard to age, education, experience and professional qualifications.

The Board will continue to advance in this matter and will insist on the presence of qualified women in managerial posts and positions of responsibility within the Company.

Sections C.1.6 and C.1.7. below detail the results of the analyses carried out by the NCCGC regarding the application of diversity policies.

C.1.6 Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of mean

As previously indicated in section C.1.5 above, the principles and objectives of the Company's Policy on Diversity of the Board of Directors and Director Selection include, among others, achieving greater representation of women on the Board of Directors and encouraging the Company to have a significant number of women among senior management. At the 2024 closing, the Company had 8 female directors (one of whom is executive director and is, in turn, Deputy Chairman of the Board and CFO, two are proprietary directors representing a significant shareholders, and the other 5 being independent directors) representing 53.33% of the total board members (vs. 46.67% represented by men). Likewise, the women directors maintain a noteworthy presence on board committees. In other respects, also noteworthy are the measures taken to reinforce the presence of women among the organization's premier-level management. At the closing of 2024 the Company's senior management is composed of four women and five men and, thus, the presence of women in this group amounts to 44.45% and men represent 55.55%. For the reasons set forth above and regarding gender diversity, a constant effort was maintained to achieve a high rate of female representation on the Company's management bodies, having achieved equal and balanced representation between men and women on the Board of Directors and in Senior Management, since the number of persons of each sex does not exceed 60% nor is it less than 40% in each of the aforementioned groups (thresholds provided for in the Parity Law). When selecting or reelecting directors and managers, both the Board of Directors and the NCCGC avoid discrimination and, for the good of the Company, merit is the principal criterion, ensuring that we have the best professionals, while likewise applying measures to favor gender diversity as well as diversity in its broadest terms.

If there are still few or no female directors, despite the measures that may have been taken, if applicable, explain the justifying reasons:

Explanation of means

C.1.7 Describe the conclusions of the appointments committee regarding verification of compliance with the selection policy for directors; in particular, as it relates to the goal of ensuring that the number of female directors represents at least 30% of the total membership of the Board of Directors by the year 2020.

The NCCGC has verified that during 2024 the principles, objectives and procedures provided for in the Policy being well above the target of a minimum female presence on the Board of Directors of 40%. The Policy requires applying diversity criteria that do not only refer to gender. Thus, in their analysis and review the NCCGC concluded that the present composition of the Board of Directors is reasonably diverse with regard to the directors' knowledge, experience, origin and age, having an overall positive balance and that the number of members and structure meets the Company's needs. The specific analysis of the situation of the most relevant of these factos is summarized below: i. As for knowledge and experience, nature of Prisa's business requires that the Board as a whole possess skills in a variety of principal areas, such as: global entrepreneural experience; knowledge of the group's or related sectors of activity; transformation processes, with particular attention to technological and digital impacts; experience and knowledge of international markets in general and Latin America in particular; executive and talent management; finance and control and, finally, experience in corporate governance. All of these are sufficiently represented on the Board and each and every director has

significant skills in several of them, as evidenced in the biographical notes on each one available in section C.1.3 above.

In 2024 when proceeding with the appointment and/or reelection of directors Carmen Fernández de Alarcón, María José Marín, Carlos Núñez, Javier Santiso, Margarita Garijo and Sylvia Bigio, the Board of Directors verified that they have the experience, capacity and requirements necessary to fufill their duties pursuant to the provisions of the Policy, since they are professionals with proven qualifications and professional and personal reputation, likewise having the required capacity and compatibility, and that they add to the diversity of knowledge, experience and origen required for the Board of Directors, contributing to and enriching the Board as a whole.

The abovementioned assessment also considered the skills matrix for board members. Likewise, their previous dedication and performance on the board were likewise considered.

ii. Concerning geographical diversity, there are 4 foreign directors with citizenship and residence in different countries.

iii. As for age, the directors' ages ranged from 37 to 67 years old, with an average of 57.

iv. At the 2024 closing there were eight women directors, representing 53.33% of the total board members and with seven directors representing 46,67%.

Likewise, the Board and the NCCGC ensured that the representation of women on board committies was quite relevant (100% of the Audit, Risks and Compliance Committee; 75% of the Sustainability Committee; 60% of the NCCGC; and 20% of the Delegated Committee, which in February 2023 increased to 33.33%). Two of the committees are chaired by women.

Likewise noteworthy is the report on the presence of women on boards of directors and among señor management in publicly-traded companies, published in May 2024 by the CNMV, which states that at the end of 2023 the presence of women on the boards of directors of traded companies in Spain was 34.5% of the total, and only 42 of the 117 listed companies met the 40% objective. Moreover, the percentage of women holding senior management positions in 2023 was 23.07%.

These figures reflect the Board of Directors' commitment to gender diversity.

In summary, it should be noted that all of the members of the board (and also those of the senior management group) are persons of impeccable reputation and acknowledged solvency and experience, a fact thus warranting a favorable assessment.

C.1.8 If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name of shareholder	Reason

State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

NO

C.1.9 State the powers delegated by the Board of Directors, as the case may be, to directors or Board committees:

Name of director	Brief description
DELEGATED COMMISSION	It has been delegated all powers of the Board of Directors except those that cannot be delegated by law. Notwithstanding the Board of Directors Regulation provides that, when duly justified urgent circumstances arise and the law permits it, the Delegated Commission, or any other authorized committee, may adopt resolutions related to the matters referred to in section 5.3 of the Regulations, which shall be confirmed in the first meeting of the Board of Directors held after they are adopted.

C.1.10 Identify any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:

Director's Name	Name of the Group Company	Position	Does he/she has executive functions?
FRANCISCO CUADRADO PÉREZ	SANTILLANA EDUCACIÓN MÉXICO, S.A. DE C.V.	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDICIONES SANTILLANA, S.A. ARGENTINA	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	SANTILLANA DE EDICIONES, S.A. BOLIVIA	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDITORIA MODERNA LTDA, BRASIL	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	SISTEMAS EDUCATIVOS DE ENSEÑANZA, S.A.S. ECUADOR	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	SANTILLANA EDUCACION CHILE SPA	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA DEL PACÍFICO, S.A. DE EDICIONES, CHILE	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	EDUCACTIVA S.A., CHILE.	DIRECTOR	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA, S.A., COSTA RICA	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA, S.A. ECUADOR	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A. GUATEMALA	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A. EL SALVADOR	CHAIRMAN	SI
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A. HONDURAS	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A. DE C.V., MÉXICO.	CHAIRMAN	NO
FRANCISCO CUADRADO PÉREZ	EDUCA INVENTIA, S.A. DE C.V., MÉXICO.	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	PROGRAMAS DE INNOVACION EDUCATIVA S.A. DE CV MÉXICO	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA, S.A., PANAMÁ	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA, S.A., PERÚ	CHAIRMAN	YES

FRANCISCO CUADRADO PÉREZ	EDICIONES SANTILLANA, INC., PUERTO RICO	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A. REPÚBLICA DOMINICANA	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	EDICIONES SANTILLANA, S.A., URUGUAY	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	EDITORIAL SANTILLANA, S.A., VENEZUELA	CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA LATAM, S.L.U.	SOLE DIRECTOR	YES
FRANCISCO CUADRADO PÉREZ	GRUPO SANTILLANA EDUCACIÓN GLOBAL, S.L.U.	EXECUTIVE CHAIRMAN	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA SISTEMAS EDUCATIVOS, S.L.U.	SOLE DIRECTOR	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA EDUCACIÓN PACÍFICO, S.L.	SOLE DIRECTOR	YES
FRANCISCO CUADRADO PÉREZ	SANTILLANA EDUCACAO LTDA BRASIL	CHAIRMAN	YES
MARÍA JOSÉ MARÍN REY-STOLLE	PRISA MEDIA, S.A.U.	DIRECTOR	NO
PILAR GIL MIGUEL	DIARIO EL PAÍS, S.L.U.	DIRECTOR	NO
PILAR GIL MIGUEL	DIARIO AS, S.L.	DIRECTOR	NO
PILAR GIL MIGUEL	PRISA GESTIÓN FINANCIERA, S.L.U	SOLE DIRECTOR	YES
PILAR GIL MIGUEL	PRISA PARTICIPADAS, S.L.U.	SOLE DIRECTOR	YES
PILAR GIL MIGUEL	PROMOTORA DE ACTIVIDADES AMÉRICA 2010, EN LIQUIDACIÓN	LIQUIDADOR	YES
PILAR GIL MIGUEL	PRISA MEDIA, S.A.U.	DIRECTOR	NO
PILAR GIL MIGUEL	GRUPO SANTILLANA EDUCACION GLOBAL, S.L.U	DIRECTOR	NO
PILAR GIL MIGUEL	WORLD IN PROGRESS CONGRESS, S.L.	SOLE DIRECTOR	YES
CARLOS NUÑEZ MURIAS	LACOPRODUCTORA, S.L.	JOINT AND SEVERAL DIRECTOR	YES
CARLOS NUÑEZ MURIAS	PRISA RADIO, S.A.U	JOINT AND SEVERAL DIRECTOR	YES
CARLOS NUÑEZ MURIAS	DIARIO EL PAIS, S.L.U.	EXECUTIVE CHAIRMAN	YES
CARLOS NUÑEZ MURIAS	CARACOL, S.A.	DIRECTOR	NO
CARLOS NUÑEZ MURIAS	DIARIO AS, S.L	EXECUTIVE CHAIRMAN	YES
CARLOS NUÑEZ MURIAS	PRISA MEDIA, S.A.U.	EXECUTIVE CHAIRMAN	YES
CARLOS NUÑEZ MURIAS	RADIO JAEN, S.L.U.	JOINT AND SEVERAL DIRECTOR	YES
TERESA QUIRÓS	GRUPO SANTILLANA EDUCACIÓN GLOBAL, S.L.U	DIRECTOR	NO
MANUEL POLANCO MORENO	DIARIO EL PAIS, S.L.U	DIRECTOR	NO

MANUEL POLANCO MORENO	PRISA MEDIA, S.A.U	DIRECTOR	NO
MANUEL POLANCO MORENO	GRUPO SANTILLANA EDUCACION GLOBAL, S.L.U	DIRECTOR	NO

Remarks
i) Mr. Carlos Núñez has ceased as director of PRISA and as Executive President of PRISA Media on February 26, 2025. Likewise, as of the same date, Mr. Núñez ceased to hold all the positions he held in Grupo PRISA companies. ii) As of December 31, 2024, Mr Carlos Nuñez represents PRISA MEDIA, S.A.U as Joint and Several Director of: SOCIEDAD ESPAÑOLA DE RADIODIFUSIÓN, S.L.U (SER); DIARIO CINCO DÍAS, S.A.U.; EDICIONES EL PAIS, S.L.; ESPACIO DIGITAL EDITORIAL, S.L.; FACTORIA PRISA NOTICIAS, S.L.U.; and PODIUM PODCAST, S.L. ii) As of December 31, 2024, Mr Carlos Nuñez represents PRISA RADIO, S.A. as Joint and Several Director of: ANTENA 3 RADIO DE LEÓN, S.A.; COMPAÑÍA ARAGONESA DE RADIODIFUSIÓN, S.A.; PROPULSORA MONTAÑESA, S.A.; RADIO CLUB CANARIAS, S.A.; and TELESER, S.A. iii) As of December 31, 2024, Mr Carlos Nuñez represents SER as CEO of: EDICIONES LM, S.L.; INICIATIVAS RADIOFÓNICAS CASTILLA-LA MANCHA, S.A.; ONDAS GALICIA, S.A.; RADIO ZARAGOZA, S.A.; and RADIO LLEIDA, S.L. iv) Ms Pilar Gil represents PRISA as Sole Director of PRISA ACTIVOS EDUCATIVOS, S.A.U and PRISA PARTICIPADAS, S.L.U. as liquidador of PRODUCTORA EXTREMEÑA DE TELEVISIÓN, S.A. EN LIQUIDACIÓN. v) Mrs María José Marín has ceased as director of PRISA Media on February 26, 2025.

C.1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Director's Name	Company name of the listed or non-listed entity	Position
JOSEPH OUGHOURLIAN	AMBER CAPITAL UK LLP	MANAGING DIRECTOR
JOSEPH OUGHOURLIAN	AMBER CAPITAL ITALIA SGR SPA	CHAIRMAN
JOSEPH OUGHOURLIAN	RACING CLUB DE LENS	CHAIRMAN
JOSEPH OUGHOURLIAN	ARMENIAN GENERAL BENEVOLENT UNION (AGBU)	MEMBER OF THE BOARD
CARMEN FERNÁNDEZ DE ALARCON ROCA	HAVAS ESPAÑA	CEO
CARMEN FERNÁNDEZ DE ALARCON ROCA	AGILE CONTENT	DIRECTOR
CARMEN FERNÁNDEZ DE ALARCON ROCA	FUNDACIÓN MC ANDERSON CANCER CENTER	DIRECTOR
MARGARITA GARIJO-BETTENCOURT	FUNDACIÓN MARGARITA SALAS	DIRECTOR
TERESA QUIRÓS ÁLVAREZ	ACCIONA ENERGÍA	DIRECTOR
TERESA QUIRÓS ÁLVAREZ	TUBOS REUNIDOS	DIRECTOR
MARIA JOSE MARIN REY-STOLLE	WE ARE KNITTERS, S.L.	CHAIRMAN
MARIA JOSE MARIN REY-STOLLE	WE ARE KNITTERS USA INC	SOLE DIRECTOR
MARIA JOSE MARIN REY-STOLLE	NO.10 BVBA	SOLE DIRECTOR

CARLOS NUÑEZ MURIAS	CATENON	DIRECTOR
MANUEL POLANCO MORENO	RUCANDIO, S.A.	CEO
MANUEL POLANCO MORENO	TIMÓN, S.A.	DEPUTY CHAIRMAN
MANUEL POLANCO MORENO	RUCANDIO INVERSIONES SICAV	DIRECTOR
MANUEL POLANCO MORENO	QUALITAS VENTURE CAPITAL, S.A. S.C.R	DIRECTOR
MANUEL POLANCO MORENO	TROPICAL HOTELES, S.A.	DIRECTOR
MANUEL POLANCO MORENO	PRINCESA GOYA INVESTMENTS, S.L.	CHAIRMAN
JAVIER SANTISO GUIMARAS	FNAC DARTY	DIRECTOR
JAVIER SANTISO GUIMARAS	LE MONDE	DIRECTOR
JAVIER SANTISO GUIMARAS	CLARITY.AI	DIRECTOR
JAVIER SANTISO GUIMARAS	TWINCO	DIRECTOR
JAVIER SANTISO GUIMARAS	LA CAMA SOL	CEO
JAVIER SANTISO GUIMARAS	ARROS	DIRECTOR
ANDRÉS VARELA ENTRECANALES	THE POOL ANVAR HOLDING, S.L.	CHAIRMAN
ANDRÉS VARELA ENTRECANALES	MGVH 2000, S.L.	JOINT AND SEVERAL DIRECTOR
ANDRÉS VARELA ENTRECANALES	THE POOL TM, S.L.	CHAIRMAN
ANDRÉS VARELA ENTRECANALES	THE POOL GUEST, S.L.	CHAIRMAN
BEATRICE DE CLERMONT-TONERRE	KLEPIERRE	DEPUTY CHAIRMAN
BEATRICE DE CLERMONT-TONERRE	LE MONDE	DIRECTOR
BEATRICE DE CLERMONT-TONERRE	CCF BANK	DIRECTOR
BEATRICE DE CLERMONT-TONERRE	FONDS DE DOTACION DESCARTES	MEMBER OF THE BOARD
BEATRICE DE CLERMONT-TONERRE	FRENCH AMERICAN FOUNDATION	MEMBER OF THE BOARD
BEATRICE DE CLERMONT-TONERRE	AMIS DU CENTRE GEORGES POMPIDOU	MEMBER OF THE BOARD
BEATRICE DE CLERMONT-TONERRE	KAYRROS	BOARD OBSERVER

Remarks
i) Mr. Carlos Núñez has ceased as director and as Executive President of PRISA Media on February 26, 2025. ii) Additionally, it is stated that Mrs Sylvia Bigio is analyst and portfolio manager at ITAS USA Asset Management and Mr Manuel Polanco is the representative of Timón, S.A. on the Board of Directors of Team & Work, 5.000, S.L. iii) Mr Fernando Carrillo is the PRISA Group representative on the board of trustees of Fundación Carolina and Ms Pilar Gil is the PRISA Group representative on the board of trustees of the following Foundations: Fundación Pro-Cnic, Fundación Amigos del Museo Reina Sofía, and Fundación Princesa de Girona. Likewise the following directors form part of the board of trustees of the UAM-El País School of Journalism Foundation, which is a Foundation integrated in equal parts by the Universidad

Autónoma of Madrid and the newspaper EL PAÍS (Grupo PRISA): Mr. Joseph Oughourlian and Mr. Carlos Nuñez. iv) PRISA has holdings in Le Monde (but Le Monde is not a part of Grupo PRISA). v) Following the instructions for filing this Report (approved in CNMV Circular 3/2021), it is noted that the following posts listed in the previous table are remunerated: • Joseph Oughourlian: Amber Capital UK, LLP. • Sylvia Bigio: analyst and portfolio manager at ITAS USA Asset Management. • Carmen Fernández de Alarcón: Havas España; Agile Content. • Teresa Quirós: Acciona Energía; Tubos Reunidos. • María José Marín Rey-Stolle: We are Knitters, S.L. • Carlos Nuñez: Catenon. • Manuel Polanco Moreno: Timón, S.A. • Javier Santiso: Fnac Darty. • Andrés Varela: MGVH 2000, S.L. • Beatrice de Clermont: Microsoft; Klepierre; Kayrros; CCF

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
FERNANDO CARRILLO	Legal consulting services in Colombia
MARIA JOSE MARIN REY-STOLLE	Occasional professor in universities and business schools.
ISABEL SANCHEZ GARCÍA	Vice Rector of Assistant and Visiting Faculty, and professor at IE University.

C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

YES

Explanation of the rules and identification of the document where this is regulated
Article 11 of the Board Regulations provides that regarding the number of other boards of which they may be members, the general rule shall be that directors may not be members of so many other boards that it prevents or hinders them from dedicating the proper amount of time to their position as Company director. In this regard, the Company directors shall comply with the following restrictions: i. Executive directors may hold administrative posts at other companies, provided that they do not perform executive duties at any of them. ii. Non-executive directors may hold administrative posts at six other companies, provided they do not perform executive duties at any of them. However, they may only hold administrative posts at two other companies if they perform executive functions in one of them. Those who perform executive functions at two or more companies may not be non-executive directors of the

Company. For purposes of paragraphs (i) and (ii) above, (a) only companies whose shares are admitted to trading on stock exchanges or alternative markets, domestic or foreign, and others that require an equal commitment, shall be taken into account; and (b) all the management bodies of companies that belong to the same group shall be treated as a single administrative body, as well as those that partly consist of proprietary directors proposed by any company of the group, although a stake in the capital or degree of control of the company does not allow it to be considered a member of the group. Notwithstanding these restrictions, the Board shall assess the personal and professional circumstances of the director in each case, particularly the case of proprietary directors. As an exception in duly justified cases, the Board of Directors may exempt the director from these restrictions.

C.1.13. State total remuneration received by the Board of Directors

Board remuneration in financial year (thousand euros)	3,682
Amount of vested pension interests for current members (thousand euros)	0
Amount of vested pension interests for former members (thousand euros)	0

Remarks
i) The amount of the total directors' remuneration (3,682 thousand euros) is the amount accrued in 2024 following the accrual criterion specified in CNMV Circular 3/2021 (which modifies the template for the annual directors' report of listed public limited companies) and differs from the total amount of directors' remuneration recorded in the Notes to the consolidated financial statements and the semi-annual financial statements for 2024 (3,843 thousand euros), which reflects the accounting records. The difference basically corresponds to the variable remuneration of the executive directors. ii) The overall remuneration of the Board of Directors includes the remuneration for Mr Miguel Barroso Ayats until the time of his death in January 2024, as well as the remuneration corresponding to Ms. Sylvia Bigio since her appointment as director on February 21, 2024. ii) This remuneration includes the remuneration corresponding to Mr. Miguel Barroso Ayats until the time of his death in January 2024, as well as the remuneration corresponding to Ms. Sylvia Bigio since her appointment as director on February 21, 2024. iii) The remuneration shown in the above table therefore coincides with that stated in the directors' remuneration report, to which we refer for further explanations.

C.1.14 Identify senior management staff who are not executive directors and their total remuneration accrued during the year:

Name	Position
PABLO JIMENEZ DE PARGA MASEDA	SECRETARY OF THE BOARD
JORGE RIVERA GARCIA	HEAD OF CORPORATE AND INSTITUTIONAL RELATIONS
ROSA JUNQUERA	CHIEF SUSTAINABILITY OFFICER
ANA ORTAS	HEAD OF COMMUNICATION
JESÚS TORRES	CORPORATE HEAD OF PEOPLE AND TALENT

VIRGINIA FERNANDEZ IRIBARNEGARAY	HEAD OF INTERNAL AUDIT

Number of women in senior management	4
Percentage of total senior management	44.45%

Total senior management remuneration (thousand euros)	1,442

Remarks
i) The Senior Management group is made up of the following executives: the CFO (who is also an executive director and Deputy Chairman of PRISA), the Executive Chairmen of Santillana and PRISA Media (who are, in turn, executive directors of PRISA), the Secretary of the Board of Directors of PRISA, the Head of Corporate and Institutional Relations, the Head of Communication, the Chief Sustainability Officer, the Corporate Head of People and Talent and the Head of Internal Audit. The Head of Internal Audit is included in senior management for the sole effect of the Company's legal reporting obligations. ii) The aggregate remuneration of the Directors included in the table above is that of the 6 senior management members who are not executive directors of Prisa. The remuneration corresponding to Mr. Jesus Torres (Corporate Head of People and Talent at PRISA) is that since he joined the Company on September 16, 2024. Likewise, the remuneration included of Ms. Marta Bretos (Head of People and Talent at PRISA Media) is that until September 15, 2024 (when she ceased to be part of the senior management team). iii) The remuneration of the three executive directors (Ms. Pilar Gil, Mr. Francisco Cuadrado and Mr. Carlos Nuñez) is included in the overall remuneration of the board of directors (section C.1.13 above). iv) Mr. Jiménez de Parga has entered into a contract with the company for the provision of professional services in which his compensation for those services consists exclusively of a fixed monthly amount. v) This total remuneration (1,442 euros) is the amount accrued in 2024 following the accrual criterion specified in CNMV Circular 2021/3 and differs from the amount of remuneration shown in the Consolidated Financial Statements and Semi-annual Financial Information for 2024 (1,445 thousand euros), which relates to the accounting provision.

C.1.15 State whether the Board rules were amended during the year:

NO

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.

Procedures for the selection, appointment, reelection and removal of directors are regulated by the Bylaws and the Board Regulations and they will be governed by the principles established in the "Policy of diversity in the composition of the Board of Directors and selection of directors", referred to in section C.1.5. of this Report. According to the Bylaws, the Board shall have a minimum of five and a maximum of fifteen members. The General Meeting shall establish the number of directors in an express resolution.

In exercising its powers to submit proposals to the General Meeting of Shareholders and co-opt to fill vacancies, the Board of Directors shall ensure that the Board's composition is such that the external directors represent a large majority of the Board, and that the number of independent directors represent at least half of the total Board members and, in any case, a third. The number of the executive directors shall be the minimum necessary, taking into account the complexity of the corporate Group and the share of the executive directors in the Company's capital. To establish a reasonable balance between the proprietary directors and the independent directors, the Board shall take into account Company shareholder structure, considering the importance of the shareholdings, in absolute and comparative terms, as well as the degree of permanence and strategic connection with the Company of those shareholders. In any case, the Board shall ensure that the percentage of non-executive directors who are proprietary directors does not exceed the percentage of the Company's capital represented by those proprietary directors.

Chairman and Deputy Chairman: The Board of Directors shall appoint one of its members Chairman at the proposal of the Nominations, Compensation and Corporate Governance Committee (NCCGC), with the active participation of the Coordinating Director, and may also appoint one or more Vice-Chairmen, who shall substitute the Chairman in case of temporary absence, momentary incapacity, or the specific delegation of the latter, regarding to the functioning of the Board of Directors, and shall have the other powers established in the internal rules of the Company. Provided that the Chairman of the Board is not considered an independent director, the first or sole Deputy Chairman, as the case may be, shall be appointed from among the independent directors, with the abstention of the executive directors.

Coordinating Director: If the Chairman is not considered an independent director, the Board, on the proposal of the Nominations, Compensation and Corporate Governance Committee, shall appoint, with the abstention of the executive directors, a Coordinating Director from among the independent directors. The post of Coordinating Director shall be compatible with the post of Deputy Chairman of the Board, if there is one.

Executive directors and Chief Executive Officers: Without prejudice to the directors who have the category of executive directors under the law, the Board of Directors may appoint, with the favourable vote of two thirds of its members and at the proposal of the Nominations, Compensation and Corporate Governance Committee, one or more Chief Executives, giving the latter all or some of the powers of the Board that are not considered non-delegable powers under the law and the Bylaws.

Nominations of directors that the Board of Directors submits to the General Meeting for consideration and the resolutions to appoint them that are adopted by the aforementioned body by virtue of its powers of co-optation under the law shall be preceded by the corresponding proposal in the case of independent directors, or report for other directors, of the Nominations, Compensation and Corporate Governance Committee. The NCCGC's proposal or report will evaluate the performance and dedication to the position of the proposed directors during the previous mandate, as well as whether the director's profile and capacity for dedication continue to be suitable. Nominations of directors shall always be accompanied by a supporting statement from the Board of Directors. All of the proposals and statements for the appointment of directors shall assess the suitability of the proposed candidates for the position of director, with special attention to their expertise, experience and accomplishments, as well as their ability to commit to the duties that correspond to the position.

Directors shall serve a term of three years and may be reappointed.

Directors shall cease to hold office when the term for which they were appointed expires, or when the General Meeting resolves their termination.

Directors who leave the post before their term expires because they resign, or for another reason by resolution of the General Shareholders Meeting shall explain their reasons for leaving as provided in the Board Regulations. Directors shall inform the Board of Directors and formally resign from the post, if the latter deems it necessary, in the cases provided in the Board of Directors Regulation (see section C.1.19 of this Report). The Board of Directors shall not propose the termination of any independent director before the statutory term for which the latter was appointed expires, unless

the Board determines that there is just cause after a report from the Nominations, Compensation and Corporate Governance Committee.

C.1.17 Explain how the annual evaluation of the Board has given rise to significant changes in its internal organisation and to procedures applicable to its activities:

Description
During 2024, a self-assessment was conducted of the composition and work of the Board of Directors and its committees during 2023. The performance of the Chairman of the Board, the executive directors, the Chairmen of the Committees and the Coordinating Director was also assessed. The Appointments, Compensation and Corporate Governance Committee submitted a report to the Board of Directors on the findings of this assessment. The general evaluation of the directors was very positive, having detected no significant changes when compared with the results of the self-assessment conducted the previous year, and having found no relevant problems concerning the functions fo the Board and its committees. Based on the results of the annual evaluation, the NCCGC proposed a working plan with actions to be taken with a view to achieving improvements, which the Board approved. Among other matters, during the process of self-assessment the directors expressed an interest in increasing the attention devoted during board meetings to certain relevant matters (such as budgets, risk, strategy and business plans). In that regard, throughout the year several presentations were made to the Board concerning matters of strategic interest. Among the reflections made concerning the Board's composition, greater Latin American presence was once again deemed required. In that regard, in February 2024 to cover the board vacancy resulting from the death of Mr. Miguel Barroso, Ms. Sylvia Bigio was appointed company director. Ms. Bigio, who is a dual US-Peruvian national, is an expert analyst and portfolio manager specializing in Latin American corporations and financing, who previously worked in the New York office of Itaú Asset Management, a fund devoted to Latin American investments. Likewise, to correct deficiencies underscored by the NCCGC, mention should be made of the appointment in September 2024 of a Corporate Head of People and Talent Mr. Jesús Torres, who is a member of senior management reporting to the Deputy Chair and CFO Ms. Pilar Gil, as well to the Appointments, Remuneration and Corporate Governance Committee, coordinating human resources of all business units in Spain and Latin America.

Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and evaluated areas
The Board of Directors' self-assessment made in 2024 (with regard to the 2023 fiscal year) was conducted without outside advice (since outside advice was provided during the 2022 evaluation by KPMG, and the CNMV good governance recommendations provide that outside support should be sought at least every three years). The Board of Directors Regulations regulates the evaluation process and areas that should be assessed, as follows: 1. Each year, the Board of Directors shall hold specific meetings to evaluate:

i. The quality and efficiency of the Board's function and the quality of the work, as well as diversity in its composition and skills, based on a report submitted by the Nominations, Compensation and Corporate Governance Committee;

ii. The performance of the duties of the Chairman of the Board of Directors and the Executive Directors of the Company, at the same or in separate meetings, based on a report submitted by the Nominations, Compensation and Corporate Governance Committee;

iii. The function and composition of the Committees, based on the report that each of the latter submits to it; and

iv. The performance and contribution of the directors, paying special attention to the directors chairing the various Board Committees.

2. The Chairman of the Board of Directors shall organize and coordinate the aforementioned evaluation process, except as it applies to him, along with the chairmen of the Audit, Risks and Compliance and the Nominations, Compensation and Corporate Governance Committees, as well as the Coordinating Director. The evaluation of the Chairman shall be organized by the Coordinating Director or, in the absence thereof, the Chairman of the Nominations, Compensation and Corporate Governance Committee.

3. The Chairman of the Board and the Chief Executive Officer will be absent during the debates corresponding to their respective evaluations. In the Chairman's absence, the Board —and, where appropriate, the respective Committee— shall be chaired by the Deputy Chairman, and in the latter's absences, by the Coordinating Director; and in his absence, by the Chairman of the Nominations, Compensation and Corporate Governance Committee.

4. Based on the results of the annual evaluation, the Board of Directors shall propose the appropriate actions to remedy the problems identified and promote improvements.

Regarding the self-evaluation for 2023 (performed in 2024) and in accordance with the Board of Directors Regulations, the Board Chairman together with the chaimen of the Commissions and the Coordinating Director, organised and co-ordinated said self-evaluation process.

The areas evaluated were those set out in the Board of Directors Regulations, except concerning the Board members' individual contributions and performance.

Based on the results of the annual evaluation (compiled from responses from questionnaires submitted to the directors) and a report and proposals from the Appointments, Compensation and Corporate Governance Committee, the Board of Directors approved an action plan to correct the deficiencies detected and implement improvements (which were described in the previous section).

C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.

As previously noted, the Board of Directors' self-assessment with regard to the 2023 fiscal year (made in 2024) was conducted without assistance of an outside independent advisor.

C.1.19 State the situations in which directors are required to resign.

As provided for in article 23 of the Board of Directors regulation, Directors shall inform the Board of Directors and formally resign from the post, if the latter deems it necessary, in the following cases:

i. If, due to unforeseen circumstances, they have incurred in any of the situations of incompatibility or prohibition or grounds for termination, as defined in the law.
ii. If, events or conduct attributable to the director result in – or in the Board's judgement

could result in – serious harm to the equity or reputation of the Company, or there is a risk of criminal liability for the Company or one of the companies of the Group.

iii. If they consider themselves to have been significantly harmed in terms of the reputation, suitability, solvency, competency, availability or commitment necessary to be a director of the Company. Particularly when the activities of the director or the companies it controls, directly or indirectly, or the individuals or legal entities who are shareholders or associated with any of them, or the person representing a director that is a legal entity, could compromise their suitability.

iv. If they are seriously reprimanded by a resolution adopted by two-thirds of the Board of Directors for having breached their obligations as directors.

v. When the reasons for which they were appointed disappear, particularly in the case of proprietary directors, when the shareholder or shareholders that proposed, required or designated their appointment, sell or transfer all or part of their stake so that it is no longer significant or sufficient enough to justify the appointment.

vi. If an independent director incurs in any of the circumstances that prevent the latter from being considered as such, pursuant to the provisions of the law.

vii. If the Board considers that the number of times that the director has missed meetings of the Board, and the Committees on which the latter serves, to be high. Specifically, nonattendance shall be considered high if without sufficient justification a director has not attended three consecutive board meetings or meetings of committees on which he is a member or 40% of the total annual board meetings or meetings of the committees on which he serves.

In all events, the director shall inform the Board and, if necessary, resign when situations arise that affect him, related or not to their actions within the Company, provided that they may harm its credit and reputation.

In particular, all directors shall inform the Board of Directors, via the Secretary of the Board of Directors, in the event they are under investigation, will be prosecuted or indicted in a criminal proceeding for any offence, and about any important milestones in such proceedings.

The Board of Directors, once informed or been aware otherwise of any of the aforementioned circumstances, shall review the case as soon as possible and, attending to the particular circumstances, shall resolve, following a report by the Nominations, Compensation and Corporate Governance Committee, whether or not to adopt any measures it deems to be in the Company's interest, such as opening an internal investigation, calling on the director to resign or proposing his or her dismissal. The Board of Directors shall disclose this in the Annual Report of Corporate Governance, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information that the Company shall disclose, if appropriate, at the time it adopts the corresponding measures.

In the cases described above, the Board of Directors may require the resignation of the director and recommend the latter's termination to the General Shareholders Meeting.

If, in the cases described in paragraphs v) and vi) above, after a report from the Nominations, Compensation and Corporate Governance Committee, the Board of Directors considers that there are justified grounds for the director to stay, it shall review the latter's classification, taking into account the new circumstances that have arisen.

C.1.20 Are qualified majorities other than those established by law required for any specific decision?

YES

The decisions that require reinforced majorities for their approval, other than the legal ones, are listed below:

i. Article 3.4 of the Regulations of the Board establishes that the modification of the Regulations will require a resolution adopted by the absolute majority of the members of the Board for its validity.

ii. The decision of the Board to request a director to formalize his resignation when he is seriously reprimanded by the Board of Directors for having breached his obligations as a director provided for in article 23.3.(iv) of the Board Regulations, must be adopted by a two-thirds majority of the directors.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors.

NO

C.1.22 State whether the Articles of Association or the Board Rules establish any limit as to the age of directors:

NO

C.1.23 State whether the Articles of Association or the Board Rules establish any term limits for independent directors other than those required by law:

NO

C.1.24 State whether the Articles of Association or Board Rules establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may have, as well as if any limit regarding the category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, please briefly describe the rules.

Article 20 of the Company Bylaws and Article 19 of the Board Regulations provide that if it is impossible for them to attend board meetings, they will appoint another director as proxy. In that regard, proxies must be in writing, specifically for the meeting in question and instructing to the representative about the sense of any vote. Non-executive directors can only delegate their representation to other non-executive directors. Representation cannot be delegated on matters in which the director has a conflict of interest.

C.1.25 State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.

Number of Board meetings	11
Number of Board meetings without the chairman	1

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	1

The coordinating director is in permanent contact with the other directors concerning matters related to their functions.

Please specify the number of meetings held by each committee of the Board during the year:

Number of meetings held by the Delegated Commission	4
Number of meetings held by the Sustainability Commission	8
Number of meetings held by the Audit, Risks and Compliance Commission	10
Number of Meetings held by the Appointments, Remuneration and Corporate Governance Commission	10

C.1.26 State the number of meetings held by the Board of Directors during the year and the details of attendance:

Number of meetings attended by at least 80% of the directors	11
% of attendance over total votes during the year	96.93%
Number of meetings in situ or representations made with specific instructions of all directors	9
% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year	98.77%

Remarks
Attendance is deemed to include attendance in person and by videoconference. The attached appendix details the attendance of each individual director at board meetings.

C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

YES

Identify, where applicable, the persons who certified the company's individual and consolidated annual accounts for approval by the Board:
PILAR GIL MIGUEL (CFO AND PRISA EXECUTIVE DIRECTOR)
FRANCISCO CUADRADO (EXECUTIVE CHAIRMAN OF SANTILLANA AND PRISA EXECUTIVE DIRECTOR)
CARLOS NUÑEZ MURIAS (EXECUTIVE CHAIRMAN OF PRISA MEDIA AND PRISA EXECUTIVE DIRECTOR)

Remarks
Mrs. Pilar Gil, Mr. Francisco Cuadrado and Mr. Carlos Núñez have certified the 2023 annual accounts (which were prepared an approved in 2024).

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

The Regulations of the Board of Directors (articles 27 and 43) establish that:

i. It is the responsibility of the Audit, Risks and Compliance Committee to ensure that the annual accounts that the Board of Directors submits to the General Shareholders Meeting are drawn up in accordance to accounting legislation. In those cases where the auditor includes any qualification in its audit report, the Chairman of the Audit, Risks and Compliance Committee shall clearly explain at the general meeting the opinion of the Audit, Risks and Compliance Committee regarding its scope and content, and a summary of that opinion shall be made available to the shareholders at the time of the publication of the notice of the meeting, along with the rest of proposals and reports of the board.

ii. The Board shall do its best to submit the annual financial statements to the General Meeting without reservations or qualifications in the audit report. If these exist, the Board shall ask the external auditors to clearly explain them to the shareholders at the Ordinary General Meeting.

iii. Concerning information and internal control systems and the units responsible for them, the Audit, Risks and Compliance Committee supervises and evaluates the preparation and the integrity of financial and non-financial information (in coordination with the Sustainability Committee with regard to matters of its concern), as well as the systems for control and management of financial and non-financial risks relating to the Company and Group, reviewing compliance with legislative provisions, establishing the appropriate consolidation perimeter, and ensuring the correct application of accounting criteria.

C.1.29 Is the secretary of the Board also a director?

NO

If the secretary is not a director, please complete the following table:

Name of the secretary	Representative
PABLO JIMENEZ DE PARGA MASEDA	

C.1.30. State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

The Board of Directors Regulations provides that the relationship with the external auditors shall be channelled through the Audit, Risks and Compliance Committee, which, among other responsabilities, will have the following:

i. Should the external auditor resign, to examine the circumstances that led to the resignation;

ii. To ensure that the remuneration of the external auditor does not compromise the auditor's quality or independence;

iii. To ensure that the Companies reports the change of auditor to the National Securities Market Commission and includes a statement on the existence of any disputes with the outgoing auditor, and their substance, if they exist;

iv. To maintain fluid communication with the external auditor and ensure that the latter holds an annual meeting with the full Board of Directors to inform it about the work performed and about developments with the accounting situation, assets and financial situation, and the risks to the Company;

v. To ensure that the Company and the external auditor comply with the applicable regulations on the provision of non-auditing services, restrictions on the concentration of the auditing business and, other general regulations on the independence of auditors.

In Addition, the Audit, Risks and Compliance Committee shall be responsible for the procedure for proposing the auditor, which shall take into account factors such as the scope of the works to perform, the training, experience and resources of the auditing team, and the auditor's signature, the fees, and its independence, and the effectiveness and quality of the services it provides.

Under art. 529 *quaterdecies* of the Capital Companies Act, the Audit, Risks and Compliance Committee also has the following tasks for preserving the auditors' independence:

i. Establish relations with the external auditor in order to receive information, for examination by the Committee, on any matters that may entail a threat to the auditor's independence and on any other matters concerning the audit; where necessary, authorise any permitted services, as provided by the Spanish Audit Act in relation to auditor independence; and receive any other communications provided for in auditing legislation and standards. The committee must receive an annual statement from the external auditors certifying their independence in relation to the Company or entities directly or indirectly related to it, as well as detailed, individualised information about any additional services of any kind provided to, and the fees received from, such entities by the external auditor or by individuals or entities related to it, in accordance with auditing regulations.

ii. Issue each year, before the auditor's report is issued, a report stating an opinion as to whether the auditor or audit firm's independence is compromised. This report must contain a reasoned assessment of the provision of any of the additional non-audit services referred to in the previous paragraph, considered individually and in the aggregate, in relation to the auditors' independence and compliance with auditing standards.

The Board of Directors Regulations also specify the following safeguards with respect to the external auditor:

i. The Board shall not award the contract to audit the annual accounts to firms at which there are circumstances that could compromise their independence, pursuant to the criteria defined at any time by applicable legislation.

ii. With the regularly and content defined by the applicable regulations at any time, the Board shall publically disclose the total fees that the Company has paid to the auditing firm for auditing services, and for non-auditing services, providing a breakdown of the fees paid to the external auditors and payments to any other company of their group.

iii. The auditing firm and/or the professional auditor responsible for the work and the members of the external auditing team shall be periodically rotated in accordance with the legally established deadlines at any time and in cases and with the criteria defined, where applicable, by the Board in accordance with a proposal by the Audit, Risks and Compliance Committee.

All the above safeguards are effectively applied by the Company: the Audit, Risks and Compliance Committee proposes the appointment of the external auditor and examines and, where appropriate, approves each specific proposal for the engagement of the external auditor's services in all Group companies, following the established preapproval procedure. This procedure requires that for each service subject to approval by the committee the external auditor must issue a certificate guaranteeing that providing the service does not affect its independence as auditor. The preapproval procedure is updated and approved by the committee each year and is distributed to the Group's business units, which must apply it. The committee also reviews and approves the audit fees of the external auditor and any other firms (which are disclosed in the notes to the financial statements and in the committee's annual activity report) and also reviews and approves any change of audit firm in any Group company.

Likewise, on the occasion of the review and authorisation of the financial statements, the Audit, Risks and Compliance Committee receives from the external auditor written confirmation of its independence with respect to the previous financial year, as well as information about the fees paid to the main auditor and its related parties for other professional services provided to Grupo PRISA companies, in accordance with the provisions of the Audit Act. The committee issues a report in which, in view of the foregoing, it sets out its conclusions regarding the external auditors' independence during the year in question, which is published on the company's web site (www.prisa.com) sufficiently in advance of the annual general meeting of shareholders, in compliance with Recommendation 6 of the CNMV's Unified Code on Good Corporate Governance.

The team responsible for the auditing of Grupo PRISA's accounts also attends various meetings of the committee, as well as the Board of Directors meeting at which the financial statements are authorised for issue, and holds meetings with committee members outside of any committee meeting.

The Company has not established any specific mechanism with respect to financial analysts, investment banks or rating agencies, but verifies their independence and possible conflicts of interest before engaging their services.

C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

YES

Outgoing auditor	Incoming auditor
Ernst & Young, S.L.	KPMG Auditores, S.A.

Remarks
At the annual shareholders meeting held in June 2020, Ernst & Young, S.L (EY) was appointed as auditor of the company's individual and consolidatedgroup accounts, to audit the financial statements for 2020, 2021 and 2022. At the annual shareholders meeting in June it was resolved to extend EY's appointment to likewise audit the 2023 financial statements. In September 2023 the Audit, Risk and Compliance Committee commenced a process to select an auditor for the Company's individual and consolidated accounts and the accounts of its dependent companies for 2024-2026. After analyzing all of the proposals received from various auditing firms, the Audit Committee gave its recommendation to the Board of Directors. At the annual shareholders meeting held in June 2024 and at the proposal of the Board of Directors, KPMG Auditores, S.L. was appointed as auditor of the company's individual and consolidatedgroup accounts, to audit the financial statements for 2024, 2025 and 2026.

If there were any disagreements with the outgoing auditor, please provide an explanation:

NO

C.1.32. Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

YES

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	144	120	264
Amount invoiced for non-audit work/Amount for audit work (in %)	46%	9,5%	16,7%

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

NO

C.1.34 State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	1	1

	Individual	Consolidated
Number of years audited by the current audit firm/number of fiscal years the company has been audited (by %)	3%	3,2%

Remarks

C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

YES

Explanation of procedure
The Board of Directors Regulations provides the following: i. The schedule of ordinary meetings shall be established by the Board of Directors itself before the start of each financial year. Se prevé asimismo un procedimiento y unos plazos para modificar el calendario y para convocar reuniones extraordinarias. The scheduled meetings shall be formally convened sufficiently in advance, and not later than three calendar days before the meeting, except in the case of urgent meetings, and shall include the agenda, unless there is a justified reason not to. The meeting shall be convened at least four calendar days in advance if a weekend falls between the date on which the meeting is convened and the date set for holding it. Unless the Board meets or has been exceptionally convened for urgent reasons, the notification of the meeting shall include the information necessary for the directors to properly prepare for and

deliberate the items on the agenda, and should be accompanied by proposed resolutions related to the items on the agenda requiring a decision of the Board.

ii. Likewise, the Directors shall have the duty to demand and the right to seek, with the broadest of powers, the information and advice they need about any aspect of the Company, provided it is necessary for the performance of their duties. The right to information is channelled through the Chairman, who shall respond to requests from directors, directly facilitating the information for them, providing them with the appropriate contact persons or making all the arrangements necessary for the requested inspection.

Furthermore, the Chairman of the Board shall ensure, with the Secretary's assistance, that all documents distributed in the meetings of the various Committees is accessible to all of the directors.

iii. For help in carrying out their duties, any of the directors may seek to hire, at the Company's expense, legal, accounting, technical, financial, business or other experts. The mandate must involve specific problems of certain relevance and complexity that arise during the performance of the director's duties.

C.1.36 State whether the company has established rules whereby directors must provide information regarding and, if applicable, resign, in circumstances that may damage the company's standing and reputation. If so, provide details:

YES

Explain the rules
As established in the above section C.1.19, Directors shall inform the Board of Directors and formally resign from the post, if the latter deems it necessary, in the following cases: - If, due to unforeseen circumstances, they have incurred in any of the situations of incompatibility or prohibition or grounds for termination, as defined in the law. - If, events or conduct attributable to the director result in – or in the Board's judgement could result in – serious harm to the equity or reputation of the Company, or there is a risk of criminal liability for the Company or one of the companies of the Group. - If they consider themselves to have been significantly harmed in terms of the reputation, suitability, solvency, competency, availability or commitment necessary to be a director of the Company. Particularly when the activities of the director or the companies it controls, directly or indirectly, or the individuals or legal entities who are shareholders or associated with any of them, or the person representing a director that is a legal entity, could compromise their suitability. In all events, the director shall inform the Board and, if necessary, resign when situations arise that affect him, related or not to their actions within the Company, provided that they may harm its credit and reputation. In particular, all directors shall inform the Board of Directors, via the Secretary of the Board of Directors, in the event they are under investigation, will be prosecuted or indicted in a criminal proceeding for any offence, and about any important milestones in such proceedings. The Board of Directors, once informed or been aware otherwise of any of the aforementioned circumstances, shall review the case as soon as possible and, attending to the particular circumstances, shall resolve, following a report by the Nominations, Compensation and Corporate Governance Committee, whether or not to adopt any measures it deems to be in the Company's interest, such as opening an internal investigation, calling on the director to resign or proposing his or her dismissal. The Board of Directors shall disclose this in the Annual Report of Corporate

Governance, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information that the Company shall disclose, if appropriate, at the time it adopts the corresponding measures. In the cases mentioned above, the Board of Directors may require the resignation of the director and recommend the latter's termination to the General Shareholders Meeting.

C.1.37 State whether any member of the Board of Directors has notified the company that he or she has been tried or notified that legal proceedings have been filed against him or her, for any offences described in Article 213 of the LSC:

NO

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

In that regard, reference should be made: i) to the Refinancing Agreements signed in 2022 between PRISA, GLAS SAS (as agent and security agent) and other financial institutions (hereinafter, "Senior and Junior Financing Agreements"), and ii) to the Super Senior Financing Agreement signed on that same date between PRISA, GLAS SAS (as agent and security agent) and Barclays Bank Ireland PLC (hereinafter, "Super Senior Financing Agreement "). Both the Senior and Junior Financing Agreements and the Super Senior Financing Agreements include early maturity clauses, including in the event of a change in control of Promotora de Informaciones, S.A. (PRISA). Change of control is defined in the agreements as: i) the adquisition or control on the part of one or several persons concerting among themselves, of over 50% of the voting rights exercisable at a shareholders meeting, ii) the capacity to appoint or remove the majority of directors, or iii) the capacity to define the operative or financial policies of Grupo PRISA, excluding from this definition PRISA's significant shereholders on the date those agreements were executed. In the event any such change in control of PRISA occurs, any creditor of the aforementioned refinancing agreements may demand accelerated maturity of its portion of the loan, which will become immediately payable.

C.1.39 Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

Number of Beneficiaries	5
Type of Beneficiaries	As of December 31, 2024, there were the following beneficiaries: Ms Pilar Gil (PRISA CFO) Mr Carlos Núñez (Executive Chairman of Prisa Media), Mr Francisco Cuadrado (Executive Chairman of Santillana), and 2 managers of Grupo PRISA other than senior managers.
Description of the agreement:	1. Compensation agreements provided for in the contracts of the executive directors: In the event that the contracts of the Executive Directors (Ms Pilar Gil, PRISA CFO, Mr Carlos Núñez, Executive Chairman of Prisa Media, and Mr

	Francisco Cuadrado, Executive Chairman of Santillana), are terminated: i) at the request of the executive director and in the event of intentional material breach on the part of the Company of its obligations thereunder; ii) voluntarily on the part of the executive director in the event there is a change in control (as "change in control" is defined in the contracts), iii) at the sole discretion of the Company with which the contract was signed; iv) as a consequence of being terminated or not being renewed as director of PRISA, Prisa Media, S.L. or Grupo Santillana Educación Global, S.L.U., as applicable, or v) in the event of the revocation of all or part of the powers delegated the executive director or the powers vested in him by the Company (in the cases of the Executive Chairmen of PRISA Media and Santillana), the Executive Directors shall have the right to the following compensation: i. Ms Pilar Gil (PRISA CFO) would receive: a) A total indemnity of 942,272 euros gross. In order to determine this figure, the following amounts have been taken into account: (a) the amounts of indemnity for unfair dismissal that would have corresponded to Ms Gil due to the termination of the ordinary employment relationship that Ms Gil has maintained with PRISA from 13 March 2000 until the entry into force of the current contract and, (b) a gross up to mitigate the loss that Ms Gil will incur as a result of not being able to benefit from the maximum exemption provided for in article 7.e) of the Personal Income Tax Act for severance payments for dismissal or termination of employees. b) Gross supplementary remuneration equivalent to the amount established at that time as the maximum amount of the Social Security contributory unemployment benefit, for the maximum period established for such benefit. However, this gross supplementary remuneration will not be paid in the event of termination of the contract as a result of a change of control. ii. Mr. Carlos Nuñez (Executive Chairman of Prisa Media), would receive a gross compensation equivalent to eighteen months of his fixed remuneration and his annual variable remuneration in cash. iii. Mr. Francisco Cuadrado (Executive President of Santillana) would receive: a) A total compensation of 1,643,020 euros (gross). In determining this amount, the following were taken into account: (a) the compensation for wrongful dismissal to which Mr. Cuadrado would be entitled for the termination of the ordinary employment and senior management contracts under which Mr. Cuadrado served in different Grupo Prisa entities from 18 October 1989 until the effective date of his present contract and (b) a gross up to compensate Mr. Cuadrado for not being able to benefit from the maximum exemption for compensation for dismissal or termination of workers provided for under article 7.e) of the Individual Income Tax Law. b) An additional gross compensation equal to the amount established at that time as the maximum social security contributory benefit, for the maximum term that benefit is allowed. This compensation shall not be paid in the event the contract is terminated due to a change in control. Likewise, in the foregoing circumstances, as part of their severance the Executive Directors shall be entitled to the proportional share of their annual variable reference compensation for the time worked during the year in which the contract is terminated. For additional details concerning the application of these clauses, see the Annual Directors Compensation

	Report. 2. Compensation for unjustified dismissal provided for in the contract of an executive not considered part of the senior management: compensation calculated according to a scale (based on the date of termination of the contract), with a maximum of 12 months' salary (considering both fixed remuneration and variable annual remuneration). 3. Post-contractual noncompetition undertaking: i. Contracts of Ms Pilar Gil (PRISA CFO), Mr Carlos Núñez (Executive Chairman of Prisa Media), Mr Francisco Cuadrado (Executive Chairman of Santillana): compensation equivalent to 6 months of the fixed salary, payable in 12 months. **ii.** Contract of 2 executives not considered part of senior management: regarding one of the executives, compensation equivalent to six (6) months' salary of the effective fixed plus variable remuneration during the 12 months prior to the termination of the contract, payable in nine (9) monthly installments; and for the other executive a compensation equal to six (6) months' salary of the current agreed fixed remuneration when the contract was terminated, payable in twelve (12) monthly installments.

Indicate whether, beyond regulatory requirements, these contracts must be reported to and/or approved by management bodies of the company or of the Group. If so, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of Directors	General Shareholders' Meeting
Body authorising the severance clauses	YES	YES

Are these clauses notified to the General Shareholders' Meeting?	YES

Remarks
The requirements regarding the approval and notification of the abovementioned contracts are those laid down by the Capital Companies Act, which have also been incorporated in the Company's Board of Directors Regulations: The contracts of executive directors must be approved by a two-thirds majority of the Board of Directors, pursuant to article 249 of the LSC. Additionally, pursuant to articles 529 *septdecies*, 529 *octodecies* and 529 *novodecies* of the LSC, directors' remuneration must be specified in the Directors' Remuneration Policy, which is submitted to the General Meeting of Shareholders for approval, at the proposal of the Board of Directors, backed by a report by the Nominations, Compensation and Corporate Governance Committee (NCCGC). At the Ordinary Shareholders' Meeting held on 28 June 2022, it was approved a Directors'

Remuneration Policy for 2022, 2023 and 2024. Subsequently, at the Ordinary Shareholders' Meeting held on 27 June 2023 it was approved a new Directors' Remuneration Policy for 2023, 2024 and 2025.

Concerning the 2023 fiscal year and subsequent to its approval at the shareholders meeting, this Remuneration Policy supersedes and replaces the remuneration policy applicable to 2022, 2023 and 2024, which was approved at the annual shareholders meeting held on 28 June 2022.

Under article 249 *bis* of the LSC, the Board of Directors also has the following non-delegable powers: i) decisions on directors' remuneration, within the framework of the articles of association and the remuneration policy approved by the General Meeting, and ii) approval of the terms of the contracts of senior managers, all this at the proposal of the NCCGC.

Guarantee or lock-in clauses have been approved by the Board of Directors since 1 January 2018.

The General Meeting of Shareholders is informed of these clauses to the extent that it approves the Directors' Remuneration Policy and, also, at yearly intervals when the Company publishes its Annual Corporate Governance Report.

C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

DELEGATED COMMITTEE

Name	Post	Category
JOSEPH OUGHOURLIAN	CHAIRMAN	EXTERNAL DIRECTOR REPRESENTING SIGNIFICANT SHAREHOLDINGS
FERNANDO CARRILLO FLOREZ	MEMBER	INDEPENDENT DIRECTOR
PILAR GIL MIGUEL	MEMBER	EXECUTIVE DIRECTOR
FRANCISCO CUADRADO PÉREZ	MEMBER	EXECUTIVE DIRECTOR
CARLOS NÚÑEZ MURIAS	MEMBER	EXECUTIVE DIRECTOR

% of executive directors	60.00
% of proprietary directors	20.00
% of independent directors	20.00
% of external directors	00.00

Explain the duties exercised by this committee, other than those that have already been described in Section C.1.10 and describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Delegated Committee shall consist of at least one third of the members of the Board and shall be chaired by the Chairman of the Board of Directors, unless the Board decides that an executive director should chair it. In case of the temporary absence or momentary incapacity of the person acting as Chairman, the latter shall be substituted by the Chairman of the Board, or in his or her absence, by the first or sole Deputy Chairman or the Board, and in their absence, by the Coordinating Director or, in the latter's absence, by another external director designated by the Committee.

The Board of Directors shall appoint the members of the Delegated Committee at the proposal of the Nominations, Compensation and Corporate Governance Committee, with a favourable vote of two-thirds of the directors. The Chairman of the Board and the executive directors shall be members of the Delegated Committee and, if there is one, the Coordinating Director. The Delegated Committee shall be composed by at least two non-executive directors, at least one of whom shall be independent.

The Delegated Committee shall meet whenever this is deemed to be in the interests of the Company in the judgement of the Chairman, who shall convene the meetings sufficiently in advance and when requested by two or more members of the Delegated Committee or an executive director.

The Delegated Committee has not been attributed any functions other than those described in section C.1.9 of this report.

The function performed by the Delegated Committee during 2024 primarily consisted in supervising the bussines and the corporate strategic operations carried out by the Company, which constitutes confidential information for reasons of competition and should be treated with the maximum confidentiality safeguards.

It is noted that Mr. Carlos Núñez has ceased as director and member of the Delegatted Committee of

PRISA as well as Executive President of PRISA Media, on February 26, 2025.

AUDIT, RISKS AND COMPLIANCE COMMITTEE

Name	Post	Category
TERESA QUIROS	CHAIRMAN	INDEPENDENT EXTERNAL DIRECTOR
CARMEN FERNANDEZ DE ALARCÓN	MEMBER	EXTERNAL DIRECTOR REPRESENTING SIGNIFICANT SHAREHOLDINGS
MARIA JOSE MARIN REY-STOLLE	MEMBER	INDEPENDENT EXTERNAL DIRECTOR
ISABEL SÁNCHEZ	MEMBER	INDEPENDENT EXTERNAL DIRECTOR

% of executive directors	00.00
% of proprietary directors	25.00
% of independent directors	75.00
% of external directors	00.00

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Committee shall be formed with a minimum of three and a maximum of five directors (non-executive directors and the majority of them shall be independent directors). Members of the Committee together, and especially its Chairman, shall be selected according to their knowledge and experience on matters of accounting, audits and risk management, both financial and non-financial.

Members of the Committee are appointed or terminated by the Board of Directors based on a recommendation of the Nominations, Compensation and Corporate Governance Committee. The Chairman of the Committee shall be chosen by the Board of Directors, on the recommendation of the Nominations, Compensation and Corporate Governance Committee, from among the members of the Committee who are independent directors.

In addition to the duties assigned to it by law, the Audit, Risks and Compliance Committee also has the following responsibilities (some of which will have to be carried out in coordination with the Sustainability Commission, as regards the matters within its competence):

(i) To ensure that the annual accounts that the Board of Directors submits to the General Shareholders Meeting are drawn up in accordance to accounting legislation. In those cases where the auditor includes any qualification in its audit report, the Chairman of the Audit, Risks and Compliance Committee shall clearly explain at the general meeting the opinion of the Audit, Risks and Compliance Committee regarding its scope and content, and a summary of that opinion shall be made available to the shareholders at the time of the publication of the notice of the meeting.

(ii) To supervise and evaluate the Internal Audit (which shall depend on the Audit, Risks and Compliance Committee for its work), ensure its independence, approve its duties, action plans and resources, and recommend, where appropriate, the recruitment, appointment or termination of its manager, as well as the latter's salary conditions and contractual relationship with the Company, which shall require a favourable report of the Nominations, Compensation and Corporate Governance Committee. The head of the Internal Audit division shall present its annual work plan to the Audit, Risks and Compliance Committee for its approval, and shall inform of its execution.

(iii) To supervise and assess the preparation process and the integrity of the financial and non-financial information, as well as the financial and non-financial risk and management systems—including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption— checking for compliance with regulations, adequate delimitation of the consolidation perimeter and proper application of accounting criteria.

(iv) In the case of Related Transactions: to inform the General Meeting and the Board of Directors in advance of the related transactions that must be approved, and ensure that the market is provided with the information on these transactions; and) supervise the internal procedure established by the Company for related transactions whose approval has been delegated.

(v) To channel the contact with the external auditor: should the external auditor resign, to examine the circumstances that led to the resignation; to ensure that the remuneration of the external auditor does not compromise the auditor's quality or independence; ensure that the Companies reports the change of auditor to the National Securities Market Commission and includes a statement on the existence of any disputes with the outgoing auditor, and their substance, if they exist; maintain fluid communication with the external auditor and ensure that the latter holds an annual meeting with the full Board of Directors to inform it about the work performed and about developments with the accounting situation, assets and financial situation, and the risks to the Company; and ensure that the Company and the external auditor comply with the applicable regulations on the independence of auditors.

The Committee shall be responsible for the procedure for proposing the auditor.

(vi) To supervise compliance with the policies and rules of the Company in the environmental, social and corporate governance areas, as well as the internal rules of conduct of the Company.

(vii) To oversee cybersecurity management.

(viii) To evaluate the non-financial risks of the Group.

The Committee shall establish and oversee a mechanism that allows employees and other persons related to the Company (such as directors, shareholders, suppliers, contractors or subcontractors) to notify about potentially significant irregularities, including those of financial and accounting nature or otherwise, related to the Company, that may be discovered at the Company. The Committee shall evaluate the control and risks management function and its duly independent management of risks, verifying that appropriate procedures have been introduced so that management, the Committee itself, and the Board can be sure that the control and risk management systems have worked in accordance with the policies and criteria approved by the Board

The Audit, Risks and Compliance Committee shall establish an annual work plan, that includes, at least, the activities provided for in the Board Regulations. The Audit, Risks and Compliance Committee shall meet periodically, according to need, and at least four times a year, and shall prepare an annual report on its activities and shall propose its publication to the Board for the General Shareholders Meeting. Furthermore, the Committee may specifically evaluate its own performance to strengthen its operation and improve planning for the next financial year.

Among the most relevant activities carried out by the Commission during the year 2024, the following stand out: review of the 2023 annual accounts, EINF and 2024 periodic financial information; review of compliance with the projected ratios in the covenants to the financing contracts; monitoring the efficacy and results of the evaluation of the system for Internal Control over Financial Reporting (ICFR system) and monitoring the Model for Prevention of Criminal Liability; reviewing and monitoring the risk map and the Risk Management Model (ERM); preliminary works for the preparation of the annual Sustainability Report corresponding to the financial year 2024 in accordance with the new regulatory framework; following up on the internal audit and compliance; and examination of Compliance with the Company's internal regulations.

Notwithstanding the foregoing, the most important actions of the Audit, Risks and Compliance Committee during 2024 are detailed in the annual report on this Committee's activities, which will

be published when the 2025 Ordinary General Meeting is called, on the corporate website www.prisa.com.

Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

Name of directors with experience	TERESA QUIROS CARMEN FERNANDEZ DE ALARCÓN MARIA JOSE MARIN REY STOLLE ISABEL SÁNCHEZ GARCÍA
Date of appointment of the chairperson	30/11/2021

APPOINTMENTS, REMUNERATION AND CORPORTATE GOVERNANCE COMMISSION

Name	Post	Category
FERNANDO CARRILLO FLOREZ	CHAIRMAN	INDEPENDENT EXTERNAL DIRECTOR
BEATRICE DE CLERMONT-TONERRE	MEMBER	INDEPENDENT EXTERNAL DIRECTOR
CARMEN FERNANDEZ DE ALARCON	MEMBER	EXTERNAL DIRECTOR REPRESENTING SIGNIFICANT SHAREHOLDINGS
JAVIER SANTISO GUIMARAS	MEMBER	INDEPENDENT EXTERNAL DIRECTOR
ISABEL SÁNCHEZ GARCÍA	MEMBER	INDEPENDENT EXTERNAL DIRECTOR

% of executive directors	00.00
% of proprietary directors	20.00
% of independent directors	80.00
% of external directors	00.00

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Nominations, Compensation and Corporate Governance Committee shall be formed by a minimum of three to a maximum of five non-executive directors, the majority of them independent directors which shall be appointed ensuring that they have adequate knowledge, qualifications and experience for the duties they will be expected to perform and, particularly, in corporate governance issues, strategic analysis and evaluation of human resource, recruitment of directors and managers, performance of senior management functions and design of remuneration policies and plans for directors and senior managers. The Board of Directors shall appoint and terminate members of the Committee pursuant to a recommendation by the Nominations, Compensation and Corporate Governance Committee (the Chairman of the Committee shall be chosen from among the members of the Committee who are independent directors).

In addition to the duties it is assigned by law, the Nominations, Compensation and Corporate Governance Committee has the following responsibilities:

i) Composition of the Board of Directors: Verify compliance annually with the board of directors diversity and members selection policy; Analyse the competencies, knowledge and experience required in the board of directors (preparation of a board competency matrix); Make proposals, in the case of independent directors, and inform about the proposals submitted to the Board in the case of other directors, for the appointment, reelection and termination of directors; Make recommendations for classifying directors as executive, proprietary, independent or other external director; Make recommendations and report, together with the Chairman of the Board — except for what specifically refers to the latter — on the appointments of the Chairmen, the Vice-Chairmen, the Coordinating Director, the CEOS, if any, the members of the Delegated Committee, and the other Committees of the Board of Directors, as well as their respective Chairmen; Report on the proposals for the appointment of the Secretary and the Vice Secretary; Make recommendations and report, together with the Chairman of the Board — except for what specifically refers to the latter — on proposals for severance, termination or replacement of any post on the Board and its Committees other than the Secretary and Vice-Secretary; Report on the proposals for appointing representatives of the Company on the management bodies of the Companies of the Group; Elaborate the succession plan of the Chairman of the board and of the executive directors; Make appropriate recommendations for the Board to conduct proper planning for the orderly renewal and succession of its members.

ii) Senior management: report on the appointment and severance of senior managers and on the contractual conditions of their relationship with the Company; receive information on disciplinary measures in relation to senior managers; Supervise the succession plan of senior managers;

iii) Remunerations: propose to the Board of Directors a policy for the remuneration of the directors and senior managers, and for the individual remuneration and other contractual conditions of the executive directors; verify compliance and periodically review the remunerations policy for directors and senior managers, and guarantee that their individual remuneration is proportional to their level of responsibility and dedication; Inform the Board about the proposals related to the variable terms of remuneration for executive directors and senior managers of the Company, and about the other incentive plans aimed at them and, if applicable, verify the degree of meeting the targets to which they are subject; Prepare the Annual Report on the Remuneration of the directors for its approval by the Board.

iv) Corporate governance system: Promote the Company's corporate governance policies (and report the proposals to amend the internal rules); Propose the approval of the Annual Report on Corporate Governance by the Board of Directors; Prepare a preliminary report on which the Board can base the annual evaluation of its activities; Supervise the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored; Supervise and evaluate the communication process with the various stakeholders (all this in coordination with the Sustainability Commission in what refers to matters within its competence).

The Committee shall establish an annual work plan that includes the activities provided for in the Board Regulations (shall met on a regular basis according to its needs and, at least, three times per year) and shall annually approve a report on its activities.

Among the most relevant activities carried out by the Commission during the year 2024, the following stand out: actions in relation to the composition of the Board of Directors, the Management Team and other groups of key executives of the Group; the review of the remuneration of executive directors; defining and reviewing the achievement of objectives linked to variable compensation for executive directors and key managers; promotion of initiatives related to talent management in the organization; review of internal regulations and their application; proposal of the IAG and proposal of the Annual Report on Corporate Governance and the Annual Report on Directors' Compensation; and the Board's self-assessment.

Notwithstanding the foregoing, the most important actions of the Nominations and Compensation Committee during 2024 are detailed in the annual report on this Committee's activities, which will be published when the 2025 Ordinary General Meeting is called, on the corporate website www.prisa.com.

SUSTAINABILITY COMMISSION

Name	Post	Category
MARGARITA GARIJO-BETTENCOURT	CHAIRMAN	INDEPENDENT EXTERNAL DIRECTOR
FERNANDO CARRILLO FLOREZ	MEMBER	INDEPENDENT EXTERNAL DIRECTOR
TERESA QUIROS ALVAREZ	MEMBER	INDEPENDENT EXTERNAL DIRECTOR
CARMEN FERNANDEZ DE ALARCON ROCA	MEMBER	EXTERNAL DIRECTOR REPRESENTING SIGNIFICANT SHAREHOLDINGS

% of executive directors	00.00
% of proprietary directors	25.00
% of independent directors	75.00
% of external directors	00.00

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

The Sustainability Committee shall be formed by a minimum of three to a maximum of five non-executive directors, the majority of them independent directors. Members of the Committee shall be appointed, ensuring that they have adequate knowledge, qualifications and experience for the duties they will be expected to perform. The Board of Directors shall appoint and terminate members of the Committee pursuant to a recommendation by the Nominations, Compensation and Corporate Governance Committee. The Chairman of the Committee shall be chosen by the Board of Directors, on the recommendation of the Nominations, Compensation and Corporate Governance Committee, from among the members of the Committee who are independent directors.

The Sustainability Committee has the following responsibilities:

i) To promote and guide the strategy, policy and internal rules related to sustainability regarding environmental and social issues, as well as its degree of adaptation to the rules, recommendations and domestic and international best practices in these areas. To periodically evaluate and revise the Company's internal sustainability rules and, more specifically, the sustainability policy, in order to fulfill its mission of promoting social interests, taking into account, as warranted, the legitimate interests of the Company's other interest groups; as well as to propose to the Board any amendments and modifications that it deems necessary, in coordination with the Appointments, Compensation and Corporate Governance Committee. To supervise compliance with the Company's internal sustainability rules and, specifically, the sustainability policy, in coordination with the Audit, Risks and Compliance Committee.

ii) To promote, in coordination with the Appointments, Compensation and Corporate Governance Committee, a proactive strategy of relations with the Company's interest groups (customers, investors, suppliers, employees and society in general) concerning matters within the scope of the Committee's powers, with a view to defining relevant matters for the Company from a risk and opportunity perspective.

iii) To ensure the Company's environmental and social practices are in accordance with the established strategy and policy.

iv) To be informed concerning the public and private initiatives implemented by the Company in the countries in which it is present regarding social and environmental sustainability and the Company's inclusion and rating in international sustainability indices.

v) To foment the Company's compliance with the United Nations' Sustainable Development Objectives.

vi) To supervise management of the Company's intangible assets, such as its reputation, brand image, intellectual capital and transparency, and to propose means for improvement.

vii) To supervise, within the scope of its powers, the process of preparing and the integrity of regulated and nonregulated nonfinancial information, in coordination with the Audit, Risks and Compliance Committee. And, specifically, to inform the Board of Directors, together with the Audit, Risks and Compliance Committee as to the status of nonfinancial information before it is prepared.

viii) To evaluate the Group's nonfinancial risks with regard to sustainability and corporate reputation, in coordination with the Audit, Risks and Compliance Committee.

ix) To propose to the Appointments, Compensation and Corporate Governance Committee the terms of the variable compensation for the Company's executive directors and senior managers that is referenced to achieving sustainability objectives.

x) To propose to the Board of Directors the approval of the annual report on sustainability and take the additionally appropriate actions on matters of sustainability in accordance with the corporate governance of the Company, or that is requested by the Board of Directors or its chairman.

The Committee shall establish an annual work plan with the activities provided for in the Board Regulations (and will meet periodically as needed and at least four times a year) and shall annually approve a report on its activities.

Among the most relevant activities carried out by the Commission during the year 2024, the following stand out: periodic review of the achievement of the sustainability goals provided for in the Sustainability Plan; review of the statement of non-financial information (EINF) and preparation of the 2023 Sustainability Report; preliminary work for the preparation of the annual Sustainability Report corresponding to the financial year 2024; review of compliance with the management team's sustainability goals set for obtaining variable compensation; monitoring the presence of the Company in ESG ratings and forums; and monitoring many other internal sustainability projects.

Notwithstanding the foregoing, the most important actions of the Committee during 2024 are detailed in the annual report on this Committee's activities, which will be published when the 2025 Ordinary General Meeting is called, on the corporate website www.prisa.com.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors			
	Year 2024	Year 2023	Year 2022 Number %	Year 2021 Number %
Audit, Risks and Compliance Committee	4 (100.00)	4 (100.00)	4 (100.00)	3 (75.00)
Appointments, Compensation and Corporate Governance Committee	3 (60.00)	3 (60.00)	2 (50.00)	2 (50.00)
Sustainability Commission	3 (75.00)	3 (75.00)	4 (80.00)	--
Delegated Committee	1 (20.00)	1 (20.00)	2 (25.00)	2 (25.00)

Remarks
The Sustainability Commission was established in February 2022.

C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.

The functioning, powers and composition of the Delegated Commission, Audit, Risks and Compliance Commission, Appointments, Compensation and Corporate Governance Commission and Sustainability Commission are regulated by the Bylaws and by the Board Regulations, which are available on the Company´s website (www.prisa.com).

The Audit, Risks and Compliance Commission, the Appointments, Compensation and Corporate Governance Commission and the Sustainability Commission published in 2024 reports on their functions and activity during 2023, which were made available to shareholders when the Shareholders Meeting held in June 2034 were convened and that are published on the Company´s website.

The Commissions will again issue these reports on their functions and activities for the year 2024, which also will be made available to shareholders when calling the 2025 Shareholders Meeting.

D RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.1. Describe, if applicable, the procedure for approval of related-party and intragroup transactions. Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

The procedure provided for in the Company's Board of Directors Regulation is the same as established in the Corporate Enterprises Act (LSC).

Article 41 of the Board of Directors Regulation stablishes that related transactions shall require the authorization of the Board of Directors, such transactions being understood to be the execution by the Company or its subsidiaries of any transaction with the directors or with shareholders holding 10% or more of the voting rights, or represented on the Board of Directors, or with any other persons who must be considered related parties under the law, unless the authorization correspond to the General Shareholders Meeting.

The competence for approving related transactions whose amount or value is 10% or more of the total asset items according to the latest annual balance sheet approved by the Company corresponds to the General Meeting. When the General Meeting is called to make a decision about a related transaction, the shareholder affected is deprived of the right to vote, except for cases in which the proposed resolution has been approved by the Board of Directors without a vote against by the majority of the independent directors.

The approval by the General Meeting or by the Board of Directors of a related transaction must be subject to a prior report from the Audit, Risks and Compliance Committee. In its report, the Audit, Risks and Compliance Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, as appropriate, of the different shareholders of the related party; and explain the budget on which the assessment is based, as well as the methods used. None of the directors affected may participate in the drafting of the report.

Notwithstanding the provisions in sections 1 and 3 above, the Board of Directors has delegated to the Delegated Commission the approval of the following related transactions: a)Transactions between the Group's companies that are conducted within the scope of ordinary management and under market conditions; and b) Transactions that are concluded by virtue of contracts whose standard terms are applied en masse to a significant number of customers, are conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and if the amount of the transaction does not exceed 0.5% of the Company's net turnover. The approval of these related transactions will not require a prior report from the Audit, Risks and Compliance Committee. Nevertheless, the Board of Directors has established an internal procedure of periodic information and control with respect to them, in which the Audit, Risks and Compliance Committee must be involved to the aim of verifying the equity and transparency of these transactions and, where appropriate, compliance with the legal criteria applicable to related transactions referred to by this section.

The Company also has an "Internal Procedure for Related-party and Intragroup Transactions", which was approved by the Board of Directors, so that PRISA's Board of Directors, with the support of the Audit, Risks and Compliance Committee, can ensure that related-party transactions are conducted in the Company's best interests, under market conditions, respecting the principle of equal treatment of shareholders, and following a transparent procedure that guarantees compliance with the applicable regulatory provisions.

The directors shall keep the Board informed about direct or indirect interests or significant influenced in companies or entities that maintain commercial or business relationships with the Company.

The directors who are affected by the associated transactions or who represent or are associated with the affected shareholders, in addition to not casting or delegating their vote, shall not attend the meeting while the Board or the relevant Committee deliberate and vote on them.

The Company must announce publicly the related transactions as provided for by Law. The announcement must be included in an easily accessible section of the Company's website and must be notified to the Comisión Nacional del Mercado de Valores (National Stock Market Commission) for publication. The announcement must be accompanied by a report from the Audit, Risks and Compliance Committee and must include at least the following information: a) Information on the nature of the transaction and the links with the related party; b)The identity of the related party; c) The date and value or amount of the consideration of the transaction; d) Any other information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and of the shareholders who are not related parties

The Board of Directors must also reflect in its annual public report a summary of transactions carried out by the company with its directors or major shareholders.

The related transactions executed with the same counterparty in the last twelve months must be aggregated to determine the total value for the purposes of this article. Any references to the total of the asset items or the annual turnover shall be understood to be made to the figures included in the latest consolidated annual accounts or, where not available, the latest individual annual accounts of the Company approved by its General Meeting.

As an exception to the above, the following shall not be considered related transactions:

a) Transactions between the Company and its directly or indirectly wholly owned subsidiaries, without prejudice to article 40 bis below of these Regulations.
b) Approval by the Board of Directors of the terms and conditions of the contract to be concluded between the Company and any director who is to perform executive functions, including the chief executives or senior directors, as well as the determination by the Board of the amounts or specific remuneration to be paid under these contracts, without prejudice of the duty to abstain of the director affected provided for by article 32.2 of these Regulations.
c) Transactions carried out by the Company with its subsidiaries or investees, provided that no other party related to the Company has interests in these subsidiaries or investees.

D.2 Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

	Name or company name of the shareholder or any of its subsidiaries	% Shareholding	Name or company name of the company or entity within its group	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents
(1)	Vivendi, S.E.	11.87	Grupo PRISA	28,191	Board of Directors	Carmen Fernández de Alarcón	NO
(2)	Vivendi, S.E.	11.87	Grupo PRISA	2,280	Board of Directors	Carmen Fernández de Alarcón	NO

	Nature of the relationship	Type of operation and other information required for its evaluation
(1)	Commercial	Provision of services.
(2)	Commercial	Expense of Grupo Prisa for receiving services.

Remarks
i. The transactions shown in the table above (between Grupo Vivendi companies and Grupo PRISA companies) reflect the accounting information provided in Grupo PRISA's consolidated profit and loss statement. ii. Vivendi became a significant shareholder of PRISA in 2021 and it has been represented on the Board of Directors (by proprietary director Ms. Carmen Fernández de Alarcón) since June 2021. iii. In addition, note 20 to Grupo PRISA's consolidated annual report shows the pending balances to be collected from (6,381 thousand euros) and paid to (808 thousand euros) Grupo Vivendi, as reflected in the accounting information disclosed in Grupo PRISA's consolidated balance sheet. The vast majority of the service provisions between PRISA Group companies and Vivendi Group companies, which are detailed in the previous table and in note 20 of the consolidated annual report, originate from contractual relationships predating Vivendi's significant shareholding in PRISA or its representation on PRISA's Board of Directors. Nevertheless, the amounts of all transactions for the fiscal year 2024 have been included. New transactions arising during fiscal year 2024 were approved by the Board of Directors following a favorable report from the Audit, Risk, and Compliance Committee. iv. In note 20 of PRISA Group's consolidated annual report there is also information about an amount of 69,611 thousand euros, which is not included in the PRISA Group consolidated profit and loss account, since it concerns the subscription of bonds necessarily convertible into newly-issued shares in the company and is recorded as company equity. v. These transactions were not submitted for approval at a PRISA shareholders meeting, since this is not required by law.

D.3. Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility,

indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the directors or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Amount (thousand euros)	Approving body	Identity of the shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents
Andrés Varela Entrecanales	Grupo Prisa	THE POOL GUEST, S.L. and THE POOL TALENT MANAGEMENT S.L. They are companies owned by PRISA director Mr Andres Varela Entrecanales (who is also Director and President of these companies)	37	Board of Directors	Andrés Varela Entrecanales	NO
Pablo Jiménez de Parga Maseda	Grupo PRISA	Pablo Jiménez de Parga (Secretary to the Board of Directors of PRISA and member of Senior management) is executive Deputy Chairman of ECIJA Abogados	5	Board of Directors		NO

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Nature of the operation and other information necessary for its evaluation
Andrés Varela Entrecanales	Services of searching for artist and directing work for TV programs, provided to Lacoproductora, S.L. and Podium Podcast, S.L. (PRISA Group companies) by THE POOL GUEST, S.L. and THE POOL TALENT MANAGEMENT.
Pablo Jiménez de Parga	The law firm ECIJA Abogados provided legal advisory services to Grupo PRISA companies in 2024.

Remarks
i. The transactions shown in the table above reflect the accounting information provided in Grupo PRISA's consolidated profit and loss statement.

ii. During the fiscal year 2024, the Board of Directors, following a favorable report from the Audit, Risk, and Compliance Committee, authorized hiring THE POOL GUEST, S.L. and THE POOL TALENT MANAGEMENT for the provision of Services of searching for artist and directing work for TV programs to Lacoproductora and Podium Podcast, S.L. (PRISA Group companies). The amount of 37 thousand euros included in the previous table corresponds to the services that were recorded in the consolidated financial statements for 2024.

Additionally, note 20 of the PRISA Group consolidated annual report provides information concerning outstanding balances (4 thousand euros) payable to The Pool Guest, S.l., according to accounting information included in the PRISA Group balance sheet.

iii. During the fiscal year 2024, the Board of Directors, following a favorable report from the Audit, Risk, and Compliance Committee, authorized hiring ECIJA Abogados for the provision of legal advice to certain companies of the PRISA Group on specific matters.

The amount of 5 thousand euros included in the previous table corresponds to the services that were recorded in the consolidated financial statements for 2024.

Additionally, note 20 of the PRISA Group consolidated annual report provides information concerning the amount of other transactions carried out during 2024 (180 thousand euros), which is not recorded in the PRISA Group consolidated profit and loss account, since it concerns services rendered by ECIJA to PRISA, which are associated with the issuance of bond necessarily convertible into newly-issued shares in the company and, therefore, was for the most part recorded as company equity.

iv. Compensation to Prisa directors and senior management is detailed in Sections C.1.13 and C.1.14 of this report, so it is not included in the table above.

v. These transactions were not submitted for approval at a PRISA shareholders meeting, since this is not required by law.

D.4. Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.
In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
PRISA RADIO, S.A.	Income received by PRISA RADIO, S.A for the provision of technical assistance and advisory services to SISTEMAS RADIÓPOLIS, S.A. DE CV.	739
EDICIONES EL PAÍS, S.L.	Income received by EDICIONES EL PAÍS, S.L. for the sale of copies to KIOSKOYMÁS, SOCIEDAD GESTORA DE LA PLATAFORMA TECNOLÓGICA, S.L.	439
PRISA MEDIA, S.L.U	Income received by PRISA MEDIA, S.L.U for commercialization of advertising with WEMASS MEDIA AUDIENCE SAFE SOLUTIONS, S.L.	8,039

SOCIEDAD ESPAÑOLA DE RADIODIFUSIÓN, S.L.	Income dividends received by SOCIEDAD ESPAÑOLA DE RADIODIFUSIÓN, S.L. from its stake in SISTEMA RADIÓPOLIS, S.A. DE C.V.	745
PRISA MEDIA, S.L.U	Advertising commissions expenses with WEMASS MEDIA AUDIENCE SAFE SOLUTIONS, S.L	1,014

Remarks
Concerning transactions between Grupo PRISA companies and their subsidiaries, the following should be noted: i. The Grupo PRISA consolidated profit and loss account reflects the transactions shown on the table above and, in addition, the following: i) services rendered to companies of Grupo Prisa by other investee companies, as well as intermediation services with investee companies that represent a lower expense for a net amount of 199 thousand euros, ii) services provided by Grupo Prisa companies to other investee companies, for an aggregate amount of 219 thousand euros, iii) dividends received by companies of Grupo Prisa from investee companies, for an aggregate amount of 291 thousand euros, and y iv) exchange rate expenses derived from foreign-currency denominated loans (24 thousand euros. ii. In addition, note 20 of the consolidated annual report contains the balances to be collected from (3,410 thousand euros) and paid to (582 thousand euros) associated companies, according to the accounting information reflected on Grupo PRISA's consolidatd balance sheet.

D.5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)

Remarks
PRISA director Mr. Joseph Oughourlian holds a significant stake in the share capital of Indra Sistemas, S.A., through Amber Capital UK, LLP, from 2022. In December 2022, the service contracts that Indra had been providing to PRISA Group companies since 2017 expired. Santillana and PRISA Media have contracted new IT services from Indra for the 2023-2025 period. Additionally, during 2024, Indra and PRISA Group companies have maintained other commercial relationships in the normal course of their business. Although these transactions do not qualify as related party transactions under IAS 24 and are not included in the table above, for information purposes and for the sake of transparency, it is noted that the expense recorded in PRISA's consolidated financial statements in 2024 amounts to approximately EUR 5 million.

D.6 Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

1.Board of Directors Regulation: i) Conflicts of interest: The directors shall take the necessary steps to avoid incurring in situations in which their interests, whether for their own account or that of others, may come into conflict with

the interests of the company and with their obligations to the Company.

In particular, in a conflict of interests situation, directors shall refrain from the following Conducting: transactions with the Company, (except for ordinary transactions standard for customers or suppliers and of little importance); exploiting the Company's name or invoking the director's status as administrator to unduly influence private transactions; using the corporate assets, including the Company's confidential information, for personal ends; taking advantage of the Company's business opportunities, and receiving benefits or payments from sources other than the Company and the Group in connection with the performance of their duties, unless these involve simple acts of courtesy.

In cases in which the conflict of interest is, or can reasonably be expected to be, of such a nature that it constitutes a structural and permanent conflict between the director (or a person related to the latter or, in the case of a the proprietary director, the shareholder or shareholders the latter proposed or appointed, or persons directly or indirectly associated with them) and the Company or the companies included in their Group, it will be understood that the director is not, or has ceased to be suitable to hold the post. The Company may waive the prohibitions in individual cases.

The directors shall notify the Board about any direct or indirect conflict that they may have with the interest of the Company. Likewise, they shall also disclose: the positions they hold on other boards of directors of which they are members, whether listed companies or not, and other paid activities of any nature they are engaged in; and the shares of the Company they directly or indirectly own and the rights of options over them.

ii) Related Transactions: Related transactions shall require the authorization of the Board of Directors (such transactions being understood to be the execution by the Company or its subsidiaries of any transaction with the directors or with shareholders holding 10% or more of the voting rights, or represented on the Board of Directors, or with any other persons who must be considered related parties under the law). The following shall not be considered related transactions: Transactions between the Company and its directly or indirectly wholly owned subsidiaries, without prejudice to article 40 bis below of these Regulations; Approval by the Board of Directors of the terms and conditions of the contract to be concluded between the Company and any director who is to perform executive functions, including the chief executives or senior directors, as well as the determination by the Board of the amounts or specific remuneration to be paid under these contracts, without prejudice of the duty to abstain of the director affected, Transactions carried out by the Company with its subsidiaries or investees, provided that no other party related to the Company has interests in these subsidiaries or investees.

The competence for approving related transactions whose amount or value is 10% or more of the total asset items according to the latest annual balance sheet approved by the Company corresponds to the General Meeting. When the General Meeting is called to make a decision about a related transaction, the shareholder affected is deprived of the right to vote, except for cases in which the proposed resolution has been approved by the Board of Directors without a vote against by the majority of the independent directors.

The approval by the General Meeting or by the Board of Directors of a related transaction must be subject to a prior report from the Audit, Risks and Compliance Committee. In its report, the Audit, Risks and Compliance Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, as appropriate, of the different shareholders of the related party; and explain the budget on which the assessment is based, as well as the methods used. None of the directors affected may participate in the drafting of the report. The Board of Directors may delegate the approval of the following related transactions: Transactions between the Group's companies that are conducted within the scope of ordinary management and under market conditions; and transactions that are concluded by virtue of contracts whose standard terms are applied en masse to a significant number of customers, are conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and if the amount of the transaction does not exceed 0.5% of the Company's net turnover.

The approval of related transactions referred to by this section will not require a prior report from the Audit, Risks and Compliance Committee. Nevertheless, the Board of Directors must establish an internal procedure of periodic information and control with respect to them, in which the Audit, Risks and Compliance Committee must be involved. The procedure must verify the equity and transparency of these transactions and, where appropriate, compliance with the legal criteria applicable to related transactions referred to by this section.

The directors shall keep the Board informed about direct or indirect interests or significant influenced in companies or entities that maintain commercial or business relationships with the Company. The directors who are affected by the associated transactions or who represent or are associated with the affected shareholders, in addition to not casting or delegating their vote, shall not attend the meeting while the Board or the relevant Committee deliberate and vote on them.

2. The Internal Conduct Regulation for Matters Related to the Securities Markets of Promotora de Informaciones, S.A. and its Group of Companies" (RIC): applicable to Company directors and certain Group managers (Affected Persons), identifies a series of relationships that imply conflicts of interest. Affected Persons subject to conflicts of interest restrictions must: act in good conscience and loyalty toward the Company and its shareholders, independently of their own or others' interests, refraining from placing their own interests over those of the Company, or the interests of certain investors over others; refrain from intervening/influencing decisions that may affect persons/entities with which there are conflicts of interest or from accessing Priviledged Information that may affect that conflict, informing the Compliance Unit concerning possible conflicts of interest in which they may be involved as a result of their activities outside the Company, their family relationships, their personal estate, or for any other motive, with any of the GRUPO PRISA companies, or relevant GRUPO PRISA suppliers or customers, and entities engaged in the same business or that are GRUPO PRISA competitors.

3. Likewise the Code of Ethics of Grupo PRISA underscores the duty to avoid situations that could give rise to conflict between private interests and those of the company and requires that such situations be disclosed to the Company.

D.7 Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

NO

E RISK MANAGEMENT AND CONTROL SYSTEMS

E.1 Explain the scope of the company's Risk Management and Control System, including tax compliance risk.

PRISA maintains continuous risk oversight to ensure that any threats to the achievement of the Group's objectives are effectively identified, monitored, mitigated, and managed. This oversight is carried out in accordance with the Risk Control and Management Policy, approved by the Board of Directors following a favorable report from the Audit, Risk, and Compliance Committee. The purpose of this Policy is to establish the basic principles and general framework for managing both financial and non-financial risks faced by the Group, including tax-related risks. It is implemented through a Risk Control and Management System, whose ultimate goal is to provide reasonable assurance that the Group's objectives will be achieved. The most recent review and update of the Policy was approved by PRISA's Board of Directors in February 2023.

The Risk Control and Management System is based on a clear definition and assignment of functions and responsibilities at different levels, supported by a series of methodologies, tools, and control and management procedures. Through this Risk Management System, the Group identifies, monitors, and analyzes risks, defining and, where necessary, implementing appropriate measures on a case-by-case basis to mitigate risks as they arise.

The Risk Management System operates at the business unit level, with risk management subsequently consolidated at the corporate level through a comprehensive management model. This model incorporates, among other elements, specific tools designed for ad hoc analyses of different risks, depending on how they evolve and how they are periodically assessed over time.

Within this framework, the Group maintains a global risk map, as well as specific maps for non-financial and compliance risks. These maps serve as visual tools for identifying and assessing the risks associated with the Group's business activities. As a rule, these risk maps are reviewed annually.

In addition, the Group also has an Internal Control System for Financial Reporting (SCIIF), originally developed using the COSO 1992 framework and adapted to the COSO 2013 framework in 2014.

To manage criminal risks, the Group has a Crime Prevention and Detection Model in Spain, as well as regulatory compliance models in the countries where it operates. These compliance models cover, among other areas, criminal risks associated with employment-related offenses, corruption, and bribery, along with risks linked to the Group's business activities and operations.

E.2 Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.

Risk identification is carried out by the General Management teams of the business units and at the corporate level. This process also identifies the parties responsible for managing each risk, the associated controls, and the corresponding action plans.

The business units play a key role in ensuring the risk control and management systems function effectively. In particular, they are responsible for appropriately identifying, managing, and quantifying the risks they face, as well as managing the associated action plans. Furthermore, they actively participate in defining the Group's risk strategy and in decision-making processes related to risk management. They also ensure that the systems in place effectively mitigate risks, in line with the policy defined by the Board of Directors and the Audit, Risk, and Compliance Committee.

Periodically, the Internal Audit compiles and standardizes the risks identified by each business unit, with the aim of preparing risk maps for both the Group as a whole and for individual business units. The Risk Control Function consolidates the action plans and teams responsible for each identified risk within the business units. This process embeds risk management into the business strategy, supporting the achievement of strategic objectives and focusing on value creation and protection for the Group. This framework enables the Group to assess the impact and likelihood of each risk within the estimated scenario.

As part of the comprehensive management model, the risk maps — along with their corresponding action plans and the conclusions regarding the estimated impact and likelihood of each risk — are reported to the Audit, Risk, and Compliance Committee. This committee is also responsible for periodically supervising and evaluating the Group's risk control and management systems and for proposing to the Board of Directors the level of risk considered acceptable.

For ESG-related risks, the Sustainability Department — working with the business units, Internal Audit, and the Risk Control Function — contributes to identifying, defining, and assessing the Group's ESG risks. These are validated and supervised by the Sustainability Committee.

Ultimately, the company's Board of Directors is responsible for overseeing internal information and control systems and ensuring the existence and maintenance of an adequate and effective internal control system for financial reporting (SCIIF).

E.3 State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives.

In general terms, any threat to the achievement of the objectives set out in the Group's Strategic Plan and those of its individual businesses is identified as a risk.

Specifically, the activities carried out by the Group's businesses — and, therefore, the proper execution of the strategic roadmap — are subject to risks that can be grouped into the following categories:

a. Risks related to financial position and equity;
b. Strategic and operational risks;
c. ESG risks;
d. Criminal compliance risks;
e. Reputational risks.

The following section outlines the main risks the Group generally faces under each of these categories:

a. Risks related to financial position and equity:

- Financing risk due to PRISA's high level of indebtedness, which significantly limits its financial flexibility. The Group's financial obligations, stemming from its high level of debt, give rise to the following risks: vulnerability to economic cycles and market conditions; restrictions on the use of operating cash flows for purposes other than debt repayment; limited flexibility to adapt to market changes; restricted access to additional financing if required; competitive disadvantages compared to less-indebted competitors; and potential impacts resulting from changes to the Group's credit rating.

- Risk of early debt maturity due to non-compliance with certain contractual clauses, particularly the risk of early maturity triggered by failure to meet specific financial covenants or other clauses in financing agreements, including cross-default provisions.

- Interest rate risk. The Group is exposed to fluctuations in interest rates, given that a significant portion of its financing costs is tied to variable interest rates (primarily Euribor), which are revised periodically. Increases in interest rates would result in higher financing costs and interest payments, negatively affecting the Group's available cash flow.

- Risk of Company equity imbalance. As the parent company of the Group, PRISA conducts its activities through a group of subsidiaries, joint ventures, and associates, with a significant portion of its income currently derived from dividend distributions from these subsidiaries and the accounting recognition of those dividends. If the company were to receive insufficient dividends to cover, primarily, debt financing costs, potential asset impairments, investment write-downs, contingencies, and other corporate operating expenses — or if the dividends received do not qualify as income under applicable accounting standards — PRISA would incur losses, reducing its individual equity. If such losses continued to accumulate and the company's equity were reduced to less than two-thirds of its share capital, this could trigger an equity imbalance situation as set out in the Spanish Companies Act (Ley de Sociedades de Capital).

- Foreign exchange risk. The Group is exposed to exchange rate fluctuations, primarily due to its financial investments in Latin American subsidiaries, as well as to revenue and profits generated from these investments, which account for a significant portion of the Group's overall results. In addition, adverse economic developments in the Latin American countries where the Group operates could negatively affect local exchange rates.

- Credit and liquidity risk. The Media business, which relies heavily on advertising revenue, is highly sensitive to economic cycles and operates with a high proportion of fixed costs; any decline in advertising revenue would significantly affect margins, reduce cash flow generation, and weaken the Group's liquidity position, making it more difficult to implement additional operational efficiency measures.

Regarding the seasonality of the businesses, it is worth noting that, in the Media segment, advertising revenue is concentrated primarily in the final quarter of the year, with the first quarter typically generating lower advertising revenue. In the Education segment, the final quarter also sees the highest revenue, coinciding with the Southern Region Campaign (Campaña Sur) and the billing of the most significant portion of public-sector sales in Brazil. By contrast, the second quarter tends to contribute less to annual revenue.

While the overall seasonality of cash flows at the Group level is not significant, as cash flows from different business units tend to offset each other, seasonal fluctuations could still create temporary cash flow pressures during periods when collections are structurally lower.

Regarding commercial credit risk — defined as the possibility that a counterparty may fail to meet its contractual obligations, resulting in losses for the Group — the Group regularly monitors the aging of receivables and constantly tracks collections and payments across all its activities. The Group also monitors the maturity profile of both financial and commercial debt and frequently evaluates alternative financing options to cover anticipated short-, medium-, and long-term liquidity needs.

• Risk of impairment of intangible assets, goodwill, and deferred tax assets. The recoverable value (as defined under applicable accounting standards) of intangible assets and goodwill, as well as the recoverability of deferred tax assets, is based on estimates made at a given time, using the best available information when the valuation is performed. However, future events — such as changes in forecasted revenue, production costs, the collectability of receivables, changes in tax regulations, and any deterioration in global macroeconomic conditions — could require downward revisions to these estimates. Such revisions would result in the recognition of accounting losses stemming from the reduced valuation of intangible assets, goodwill, and deferred tax assets. Additionally, in relation to deferred tax assets, there is a possibility that changes in tax laws or differences in interpretation in Spain or other countries where the Group operates could affect the recoverability of these assets, as well as the Group's ability to generate sufficient taxable profits within the period during which these tax assets remain deductible.

b. Strategic and operational risks:

• Macroeconomic risk. The Group's business activities are primarily concentrated in Spain and Latin America (including Brazil, Mexico, Colombia, Chile, and Argentina, among others). Any adverse changes affecting the economies of Spain or Latin America — including, for example, rising raw material costs or increasing inflation — could have a negative impact on the Group's results. In addition, the Group's operations and investments may be affected by the typical risks associated with investing in emerging markets or economically unstable regions, such as currency devaluation or depreciation, restrictions on capital flows, inflation, expropriations or nationalizations, changes to tax policies, or significant shifts in regulatory frameworks and government policies.

• Risks linked to new technologies (Artificial Intelligence), digital transformation, changing trends, and the emergence of new competitors in the Education and Media sectors. In both the Education and Media sectors, the Group faces growing competition from established companies, new market entrants, and rapidly evolving technologies. Changes in consumer behavior and technological innovation represent both threats and opportunities for the Group's traditional business models.

In the Education business, the Group competes both with traditional players and with new operators more digitally focused on learning systems that offer alternative content and services, as well as with smaller players, including edtech startups and online platforms. In addition, there is a growing trend towards open access to educational content, typically through online platforms, and the second-hand market for educational materials continues to expand. There is also a growing risk that schools or new players entering the market will develop their own educational content, supported by artificial intelligence tools.

In the media businesses, revenue from advertising, circulation, and other sources continues to be negatively affected by the growth of alternative content distribution channels. Consumers have significantly changed how they access and consume content, increasing their use of digital platforms, while also incorporating the offerings of new digital players alongside those of traditional media outlets. The proliferation of these alternative content distribution channels has significantly expanded the options available to consumers, leading to audience fragmentation and an increase in available digital advertising inventory for advertisers. This trend has already had an impact on the Group's media businesses and is expected to continue affecting them in the future.

At the same time, there has been a surge in alternative information sources powered by artificial intelligence tools, along with a paradigm shift in how news content is distributed in the digital marketplace, driven by the use of artificial intelligence to prioritize and position content. Although the Group has already developed business opportunities involving artificial intelligence to help maintain its competitive position, these opportunities themselves introduce additional risks, including the challenges of managing and controlling content rights and the unauthorized use of content by AI platforms.

- Risk of client concentration in the public education sector. The main clients of the Education business in the public education market are governments and public sector entities in the various jurisdictions where the Group operates. Consequently, if the economic situation deteriorates in these countries, if there are regulatory changes or shifts in public policy, or if existing contracts are not renewed and the Group is unable to replace these clients with others under similar conditions, the Group's results could be negatively impacted.

- Risk of deterioration in the advertising market within the Media business. A significant portion of the Group's operating revenue comes from the advertising market, particularly in the Media business. In general, advertiser spending tends to be cyclical, closely reflecting the overall economic environment and outlook. Therefore, if macroeconomic indicators deteriorate in the countries where the Group operates, advertising investment by advertisers could be negatively affected. Given the high proportion of fixed costs associated with businesses heavily dependent on advertising revenue, any decline in advertising income would have a direct and significant impact on margins and the Media business' results, which would in turn negatively affect the Group as a whole.

- Cybersecurity risk linked to PRISA's reliance on IT systems. The Group's businesses heavily depend on IT systems, both for back-office operations (including systems for operational management, such as ERP systems, content management systems, advertising scheduling systems, and broadcasting systems) and for front-office solutions offered to the market as part of the Group's value proposition. These include websites and apps in the Media division's digital portfolio, as well as the technological platform and educational systems used in the Education division.

These IT systems are exposed to vulnerabilities, including hardware and software failures, computer viruses, hacking, and physical damage to IT infrastructure. The Group operates in an environment where cyber threats have been steadily increasing in recent years. As a result, IT systems require regular updates, some of which are carried out proactively. However, the Group may not always be able to implement necessary updates on time, or updates may fail to function as expected. Additionally, the Group may lack sufficient capacity to identify technical vulnerabilities and security weaknesses in its operational processes, as well as in its ability to detect and respond to incidents.

- Risk of increasing sector-specific regulation. The Group operates in regulated sectors and is therefore exposed to regulatory and administrative risks that could negatively affect its businesses.

Specifically, the Group’s radio business is subject to licensing and concession requirements, which vary by country. There is a risk that existing licenses may not be renewed, for various reasons — some of which may be beyond the Group’s control — or that licenses could be modified or revoked. Additionally, when lease agreements for third-party licenses currently in force expire, those third parties may choose not to renew them with the Group, or they may renew them under less favorable terms.

Likewise, the Group’s Education business is subject to educational policies established by governments in the countries where it operates. As a result, the Education business could be affected by legislative changes, for example, following a change of government, modifications to procurement processes for public contracts, or the introduction of new requirements to obtain prior administrative approval for educational content. Curricular changes require the Group to update its educational materials, which in turn requires additional investment. There is a risk that the return on these investments may be lower than expected.

- Regulatory risk related to competition law and merger control.

PRISA’s businesses are subject to extensive competition law, merger control regulations, and antitrust legislation, both at the international and local levels. Consequently, the Group is exposed to the risk of non-compliance with applicable competition laws and merger control requirements, which could lead to financial penalties and damage the Group’s reputation in the markets where it operates.

- Tax risks. The Group’s tax risks primarily relate to potential differences in the interpretation of tax laws by the relevant tax authorities, as well as to changes in tax legislation in the countries where the Group operates.

As of December 31, 2024, the consolidated Group had recognized deferred tax assets amounting to 55 million euros. Based on the Group’s current business plans, these deferred tax assets are expected to be recovered within the legally established period. However, there is a possibility that the Group may not generate sufficient taxable profits to fully recover the deferred tax assets derived from previous years’ tax losses, limitations on the deductibility of financial expenses and amortization, or available tax credits.

Similarly, differences in the interpretation of tax laws could have a material adverse effect on the Group’s financial position, business operations, results, and outlook.

- Risk of litigation and third-party claims. PRISA Group companies are exposed to third-party claims, as well as to administrative, judicial, and arbitration proceedings arising from their business activities. The scope, content, and outcome of these proceedings cannot be predicted. Additionally, in the ordinary course of business, the Group is exposed to potential liabilities and claims relating to its labor relations. The Group is also exposed to liability risks arising from the content of its publications and programming.

- Intellectual property risk. The Group’s businesses rely heavily on intellectual and industrial property rights, including trademarks, content, and internally developed technology. There is a risk that third parties, without the Group’s authorization, may copy, obtain, or improperly use the Group’s content, services, or technology. In addition, technological advances have significantly facilitated the unauthorized reproduction and distribution of content across various channels, making it more difficult to enforce the Group’s intellectual and industrial property rights. Furthermore, the Group’s international presence adds the risk that the Group may be unable to effectively protect its intellectual and industrial property rights across all jurisdictions where it operates.

- Risk of rising fees for the use of third-party intellectual property rights.

The Group relies on non-exclusive licenses granted in exchange for a fee to use third-party intellectual property rights, typically through collective management organizations. Since the Group does not participate in setting these fees, there is a possibility that significant increases in these fees could have a negative impact on the Group's businesses.

- Data protection risk. The Group holds a large volume of personal data as part of its normal business operations, including data related to employees, subscribers, registered media users, teachers, and students. As such, the Group is subject to data protection regulations in the various countries where it operates. The increasing digital activity across the Group's businesses creates particular risks related to the electronic management of personal data, which could result in data breaches of varying scale and severity. Non-compliance with data protection regulations could result in significant reputational damage and substantial fines. Furthermore, any unauthorized disclosure of personal data — whether by external parties or employees — could harm the Group's reputation, limit its ability to attract and retain customers, or expose the Group to claims for damages suffered by the affected individuals.

c. ESG Risks

- Climate change. This category includes climate-related risks arising from the Group's exposure to climate impacts, such as the responsible and sustainable sourcing of raw materials and emission-related risks, along with transition risks linked to the shift toward a sustainable economy (including risks associated with waste generation and the circular economy).

- Governance, social, and employee management. This category covers risks related to transparency in accountability reporting, as well as non-compliance with best practices, governance recommendations, and corporate governance regulations. Social and employee-related risks include risks associated with the inability to attract and retain talent, failure to promote equality, and failure to foster pressure. This category also encompasses risks related to compliance with labor laws.

- Society. This category covers, on the one hand, risks related to the Group's impact on consumers, users, listeners, and readers, and on the other hand, cybersecurity and data privacy risks affecting the Group's employees, consumers, and supply chain partners. The primary consequences of these risks relate to reputational and operational impacts.

- Supply chain. This refers to the risk of being associated with third parties whose irregular or unethical conduct could negatively impact the Group, as well as the risk of non-compliance with potential supply chain due diligence regulations.

d. Criminal Compliance Risks

These are risks associated with the commission of criminal offenses, as defined under the Spanish Criminal Code, for which a legal entity may be held liable. There are certain business activities within the Group where there is a potential risk of criminal offenses being committed by Group employees.

To mitigate these risks — which range from corruption, bribery, and money laundering to workplace harassment, privacy violations, and other offenses — the Group has implemented compliance models, which are subject to ongoing supervision and continuous improvement.

Specifically, to manage criminal compliance risks, the Group has a Crime Prevention and Detection Model in Spain, along with compliance models in the countries where the Group operates.

e. Reputational Risks

This category includes risks associated with a potential negative impact on the Group's reputation and results, arising from conduct that fails to meet market expectations and the expectations of various stakeholders, including conduct related to corruption and lack of integrity, as defined in the Group's Anti-Corruption Policy.

E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.

The Group has established a tolerable error level for risks related to financial reporting. Based on this tolerance threshold, significant processes and accounts are identified within the Group's control systems.

For other risks, the management team conducts periodic evaluations, as explained in Sections E.1 and E.2.

The Audit, Risk, and Compliance Committee not only supervises and periodically evaluates the Group's risk control and management systems, but also proposes to the Board an acceptable level of risk, taking into account the Group's risk aversion, tolerance, or appetite, depending on the specific situation.

E.5 State which risks, including tax compliance risks, have materialised during the year.

In recent years, the Group has operated in an environment characterized by volatility, uncertainty, complexity, and ambiguity, which has made it difficult to reliably predict the future performance of its businesses, particularly in the medium and long term. This challenging environment has been further aggravated by a series of global events with significant repercussions, including the COVID-19 pandemic, the war in Ukraine, the conflict between Israel and Hamas, the rise of populism, and the introduction of new economic protectionist measures in certain countries.

These events have worsened the global macroeconomic outlook, leading to market disruptions, instability, and heightened volatility. This has resulted in a general slowdown in economic growth (GDP)—and in some cases, contraction—alongside rising inflation and higher raw material costs. These factors have further intensified global uncertainty and led to tighter liquidity conditions and a contraction in the credit markets.

As a result, many of the risks identified by the Group were impacted to varying degrees throughout 2024.

In the area of financial and equity-related risks, the most significant impacts stemmed from exchange rate volatility and fluctuations in variable interest rates, particularly in some of the Group's key operating markets. These risks are expected to persist in the coming years, although gradual stabilization or moderation is anticipated. These financial and market conditions also feed into the Group's financing risk — the risk associated with

PRISA's high level of indebtedness, which significantly limits its financial flexibility — and the credit and liquidity risk.

Particularly notable is the impact of the depreciation of the Argentine peso, which fell by 17% in December 2024 compared to December 2023, and the Brazilian real, which depreciated by an average of 7% over 2024. These currency devaluations were partially offset by the appreciation of the Colombian peso, which strengthened by 6% over the year. In addition, variable interest rates remained elevated throughout 2024. The Euribor — the reference rate for the majority of the Group's bank debt — rose from below 0% in March 2022 to over 4% in 2023, before settling at approximately 2.5% in 2024.

With regard to strategic and operational risks, impacts were felt across multiple areas, starting with the turbulent macroeconomic environment described above (macroeconomic risk and inflation risk), with the economies in which the Group operates facing significant challenges, including slow recoveries in GDP, currency devaluations and/or high volatility, and governments significantly increasing regulatory activity in response to economic and socio-political instability (risk of increasing sector-specific regulation; risk of client concentration in the public education sector).

At the microeconomic level, the Group's businesses have been significantly affected by the slow recovery of the advertising market in the Media division (advertising market deterioration risk). All of this has taken place in a broader context of ongoing digital transformation, as well as the rise of new trends in artificial intelligence and user data management. At the same time, competition has intensified, adding further complexity to the current operating environment. These factors contribute to multiple risks, including digital transformation risk, the risk of shifting trends and new competitors, and the risk of emerging technologies such as Artificial Intelligence. The Education and Media divisions also face increased competition risk. Additionally, PRISA must navigate cybersecurity risks related to its reliance on IT systems.

Among strategic and operational risks, the moderate recovery in advertising investment has been particularly relevant. In 2024, the advertising market in Spain, which accounts for 78% of the Group's total advertising revenue, grew by 1.7%, up from 0.9% in 2023. However, advertising revenue remains 8% below pre-pandemic levels. Another key factor is persistently high inflation, which averaged 3.3% in 2024 across the Group's main markets. This marks a decline from the 5.0% average in 2023. However, this figure excludes hyperinflationary economies such as Venezuela and Argentina, where annual inflation exceeded 100%.

E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.

PRISA maintains continuous risk oversight to ensure that any threats to the achievement of the Group's objectives are effectively identified, monitored, mitigated, and managed. This oversight is carried out in accordance with the Risk Control and Management Policy, approved by the Board of Directors following a favorable report from the Audit, Risk, and Compliance Committee.

To carry out this continuous monitoring, the Group relies on the Risk Control and Management System described in Sections E.1 and E.2.

F

INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING FINANICAL INFORMATION (ICFR)

Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.

F.1 Entity control environment

Indicate the following, detailing at least their main features

F.1.1. Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) its implementation; and (iii) its supervision.

The company's approach regarding the internal control over financial reporting (hereinafter ICFR), which was initially deployed according to Internal Control Framework issued by COSO in 1992, was adapted in 2014 to the COSO Framework issued in 2013. In this regard, the Group develops its ICFR system in conformity with this Integrated Internal Control Framework.

As set out in Article 5.3 of the Board Regulations, the functions of the Prisa Board of Directors include ensuring that there is an appropriate and effective system of internal control over financial reporting (ICFR) in place and maintained. Also, pursuant to the same article of the regulations, the Board is responsible for supervising internal reporting and control systems. In this regard, the Board of Directors is assisted, for the development of these functions, by the Audit, Risks and Compliance Commission of Prisa. Among the responsibilities of the Audit Commission, is the monitoring of the preparation and presentation of the regulated financial information.

The effective implementation of internal control model is the responsibility of the CFO of Prisa, as well as the Executive Chairmans and CFOs of the Group's business units involved in the preparation of financial information which forms the basis for the preparation of Group's Financial Statements.

The monitoring of ICFR, is performed both by the Audit Commission and the Board of Prisa (Article 27.4 of the Board Regulations), with the Internal Audit function support.

F.1.2. In particular reference to the process for preparing financial information, which of the following elements are in place:

• Departments and/or mechanisms responsible for: (i) design and review of the organizational structure; (ii) defining clearly lines of responsibility and authority, with an adequate distribution of tasks and duties; and (iii) ensuring there are adequate procedures for their correct dissemination within the entity.

The Direction of Human Resources of the business units are responsible for the design, implementation, reviewing and updating of the Group's organizational structure. The Group's business units have a distribution and definition of tasks and functions in the financial areas, which have job descriptions for key roles in these areas, as well as defined lines of responsibility and authority in the preparation process of the financial reporting.

In addition, the Group´s Compliance Officers coordinate and monitor the internal procedures of the Group companies, and its degree of documentation, updating and communication.

• **Code of conduct: approval body, degree of communication and instruction, principles and values included (indicated whether specific mention is made of the recording of operations and the preparation of financial information), the body responsible for analyzing non-compliance and proposing corrective actions and sanctions.**

Prisa Group has a Code of Ethics that sets out the principles and standards of conduct that should govern the companies in PRISA Group and all their employees, aimed at ensuring ethical and responsible behavior in the pursuit of their activities.

The PRISA Compliance Unit reports to the Audit, Risks and Compliance Commission and is the body charged with safeguarding and promoting ethical behavior of employees, associates and members of PRISA Group, and, therefore, amongst other functions, with overseeing their compliance with the Code of Ethics.

The Compliance Unit reports incidents relating to the Code of Ethics to the Audit, Risks and Compliance Commission so that the latter can assess annually the compliance with the Group's rules of governance.

The Code of Ethics has been communicated and disseminated to all employees of the Group to whom it applies, and its acceptance is included as part of the welcome package provided to employees at the time of hiring. Also, both internal communication actions of specific aspects of the Code and training actions on its most relevant content are carried out periodically. In this regard, an online course is available to all staff, to promote awareness and application of the Code.

The Code of Ethics, posted on the corporate website (www.Prisa.com) sets out a series of standards of conduct based on the following principles:

i. Respect human rights and liberties.
ii. Promotion of career development, equal opportunity, non-discrimination due to personal, physical or social conditions, and respect for persons.
iii. Occupational safety and health.
iv. Environmental protection.

Specifically, in relation to financial reporting, PRISA Group considers transparency in financial information as a basic principle that must govern its actions and, therefore, establishes rules of conduct aimed at ensuring that all information, be it internal information or the information reported to the markets, to the regulators of those markets or to government authorities, be truthful and complete and adequately reflects, amongst other aspects, its financial situation and the results of its operations, and be reported on a timely basis and in accordance with the applicable standards and general principles governing markets and their proper governance that PRISA Group has endorsed.

Rules of conduct are also established aimed to guarantee that all transactions are timely recorded in the Group's systems, in keeping with the principles of existence, completeness, clarity and accuracy in the Group's systems and financial statements, in accordance with the applicable accounting standards.

• **Whistle-blowing channel for communicating irregularities of a financial and accounting nature to the Audit Committee, as well as any failures to comply with the code of conduct and irregular activities in the organization, indicating whether it is confidential in nature and whether it allows anonymous communications while respecting the rights of both the complainant and the respondent.**

The Group has a Whistle-blowing channel for the reception and treatment of complaints regarding wrongdoings or breaches related to both, internal and external regulations, in matters affecting the Group, its employees or its activities.

It is a confidential and anonymous communication channel available to any employee in the intranet or alternatively through a post office box laid out for this purpose. The complaints received are currently managed by Prisa Compliance Unit, who reports them to the Audit Commission. Additionally, there is a confidential Whistle-blowing mailbox for third parties related to the Group and accessible through corporate website www.prisa.com. In 2023, the Group's whistleblower management policy and procedure were adapted to comply with the requirements of Law 2/2023 on whistleblower protection.

On the other hand, there are compliance mailboxes associated with the Compliance Units of each business redirected to the Prisa compliance mailbox, through which doubts about the Code of Ethics and other matters can be transferred, as well as allegations of improper behavior. In the treatment of the complaints received through these mailboxes, a confidential procedure, like the one defined for those received through the whistleblowing channel, is followed.

• Training and regular updating programs for the personnel involved in the preparation and review of financial information, as well as assessment of the ICFR, dealing at least with accounting standards, audit, internal control and risk management.

The financial officers responsible for reporting in the business units and significant companies in the Group periodically receive accounting standards update bulletins. Specifically, in 2024 related to the management of financial and non-financial risks, there have been held courses on the Code of Ethics and anti-corruption, covering more than 70% of the Group's employees, in addition to courses for executives on diversity, equality and respect, along with training on responsible leadership, data protection for information managers, and occasional courses on taxation and financial management.

F.2 Assessment of financial reporting risks

Inform at least on the following:

F.2.1. Which are the main features of the risks identification process? Including risks of error and fraud, indicating:

• Whether the process exists and is documented.

The system established in the Group for financial reporting risks identification and assessment is formally documented and updated periodically.

In the Group financial reporting risks assessment, it is applied a top-down approach based on the Group's significant risks. This approach starts with the identification of significant accounts and disclosures, assuming both quantitative and qualitative factors. The quantitative evaluation is based on the materiality of the account, and it is supplemented by qualitative analysis that determines the associated risk considering the characteristics of the transactions, the nature of the account, the accounting and reporting complexity, the probability of significant contingent liabilities to be generated resulting from transactions associated with the account, the susceptibility to errors or fraud losses and the potential impact on financial reporting of the risks identified in business units, corporate risks maps and during performed Internal Audit reviews.

In order to perform a full risk assessment, this analysis is performed on each business unit, as they primarily generate financial information that serves as the basis for preparing consolidated financial statements of the Group.

For each business unit, the most relevant accounts are identified, based on mentioned risk analysis. After identifying significant accounts and disclosures at each business unit and at consolidated level, we proceed to identify the relevant processes associated with them, and the main kind of transactions within each process. The objective is to document how key relevant processes transactions are initiated, authorized, recorded, processed and reported.

• **Whether the process covers all of the objectives of the financial information (existence and occurrence; integrity; evaluation; presentation, breakdown and comparability; and rights and obligations), whether it is updated, and with what frequency.**

For each account the controls are analyzed in order to cover the assertions to ensure the reliability of financial reporting, i.e. that recorded transactions have occurred and pertain to that account (existence and occurrence) , transactions and assets are registered in the correct amount (assessment / measurement), the assets, liabilities and transactions of the Group are properly disclosed, categorized and described (presentation and disclosure) and there are no assets, liabilities, and significant transactions not recorded (completeness). Complementary to risks update, the Group annually performs a review of controls that mitigate identified risks.

• **Whether there is a process for identification of scope of consolidation, taking into account among other aspects the possible existence of complex corporate structures, holding companies or special purpose vehicles.**

Among the significant processes of the Group, it is considered the determination of the scope of consolidation, which is conducted monthly by the Consolidation department, set in the Corporate Finance Department, in collaboration with Legal Advisory Department, who regularly reports the corporate transactions and subscribed shareholder agreements.

• **Whether the process takes into account the impacts of other types of risk (operating, technology, financial, legal, reputational, environmental, etc.) insofar as these affect the financial statements.**

Risk assessment process takes into account the risk profile of each business unit, which is determined by their contribution to the consolidated financial statements, and assessing the specific risks, among other factors, the nature of their activities, centralization or decentralization of operations, specific industry and environmental risks, to the extent they may have potential impact in financial statements.

• **Which governing body of the entity supervises the process.**

The system is monitored, as mentioned above, by the Audit Commission and, ultimately, by the Board of Directors.

F.3 Control activities

Provide information on whether at least the following exist, indicating their main features:

F.3.1. Procedures for reviewing and authorizing financial information and description of the ICFR, to be published on the stock markets, indicating those responsible, as well as documentation describing flows of activities and controls (including those relating to risk of fraud) of different transaction types that may significantly affect the financial statements, including the procedure for the accounting close and the specific review of judgments, estimates, assessments and relevant forecasts.

The Group has documentation describing flows of activities and process controls identified as significant in each business unit and at corporate level, both at general level (general controls) and at process level (transactional controls). Based on this description the key risks and mitigating controls are identified. The documentation of control activities is supported on risk and control matrixes by process. In these matrixes the control activities are classified by their nature as preventive or detective, manual or automatic, and based on the degree of mitigation of associated risks, as key or standard.

In each significant business unit, there is a documented process describing the accounting close as well as specific controls concerning relevant judgments and estimates, according to the nature of the activities and risks associated to each business.

In relation to the financial reporting review and approval process, a phased certification process is developed on the effectiveness of internal control model over financial reporting. The Chairmans and CFOs in the business units confirm in writing, at the year end, the effectiveness of defined controls for their critical processes as well as their financial information reliability.
Also, in relation to this process, as mentioned above, there are procedures for the financial information disclosed to the stock markets review and approval by the governing bodies. Following these procedures, the Audit Committee initially reviews the financial information provided to the markets with the Financial Management. Additionally, prior to the Board of Directors meeting in which the Group's annual accounts are approved, the Audit Committee receives the external auditor's report with the final results of both its audit of the annual financial statements and its review of the design and effectiveness of the Group's Internal Control over Financial Reporting (ICFR). The Audit Committee then reports the results of these reviews and its evaluation to the Board of Directors during the meeting in which the annual accounts are approved.

F.3.2. Internal control policies and procedures for information systems (including secure access, controls over modification and operation, continuity of operations and segregation of duties) that support the relevant processes of the entity in connection to the development and publishing of financial information.

As for the controls on the systems or applications which are relevant in relation to the developing of financial information, these are intended to maintain the integrity of systems and data and ensure its operation over time. The controls considered on information systems are essentially access control, segregation of duties, systems operations and development or modification of computer applications. The Group annually reviews and evaluates the controls and procedures associated with the main applications and infrastructures implied in financial reporting processes.

F.3.3. Internal control policies and procedures for supervising the management of activities outsourced to third parties, as well as those aspects of assessments, calculations or valuations that are entrusted to independent experts, which may have a material effect on the financial statements.

In relation to subcontracted activities, the Group has outsourced the maintenance of applications and technological infrastructures with different suppliers, as well as logical security services. The supervision of these services is articulated through the monitoring of compliance with the levels of service agreed with the different suppliers, and with monitoring meetings and committees, with a defined period and content. Additionally, for Group´s applications or infrastructures managed by suppliers that are relevant to the financial reporting process, the Group supervises the general controls related to the operation of these systems.

F.4 Information and communication

Provide information on whether at least the following exist, indicating their main features:

F.4.1. A specific function tasked with defining and updating accounting policies (accounting policy area or department) and resolving any queries or disputes arising as a result of their interpretation, maintaining a fluent dialog with the people responsible for operations in the organization, as well as an up-to-date accounting policies manual that is communicated to the units through which the entity operates.

The organization has an accounting manual founded on the International Financial Reporting Standards applicable to the Group's businesses, which is annually updated and communicated to the different business units by the Finance Department. There are also specific accounting policies developed for some Group businesses providing an specific accounting treatment to correctly reflect their activities. Furthermore, periodically, accounting newsletters are issued to show the latest changes of international accounting standards in those aspects that could affect Group entities' financial statements.

F.4.2. Mechanisms for gathering and preparing the financial information using standard formats, applied and used by all the units in the entity or the group, which support the main financial statements and disclosures, as well as the information given on the ICFR.

Prisa counts on a unified and adapted chart of accounts applicable to all the Group companies that manage financial information within Group SAP software. Likewise, there is a single and homogeneous format of documentation for the financial reporting of Group business units which supports the financial statements, notes and disclosures included in regulated financial information.

F.5 Supervision of system effectiveness

Provide information on at least the following, indicating their main features:

F.5.1. Supervisory activities on the ICFR carried out by the Audit Committee, as well as whether the entity has an internal audit function that includes among its competencies supporting the committee in the task of supervising the internal control system, including the ICFR. Furthermore, information must be provided on: the scope of the evaluation of the ICFR carried out during the year and on the reporting procedure followed by the person in charge of conducting the evaluation; whether the entity has an action plan detailing possible corrective measures; and whether its impact on the financial information has been considered.

As part of the monitoring activities on the internal control system carried out by the Audit, Risks and Compliance Commission, the following are included:

i. Monitor the effectiveness of the Company's internal control, internal audit and risk management system.

ii. In relation to the external auditor, it must supervise the work performed by the latter and their conclusions, including any that have an impact on the audit report and any significant weaknesses identified in the internal control system during the audit.

iii. Supervise the process of drawing up financial reporting for Prisa and for the Group and the integrity of the information, ensuring it meets regulatory requirements, covers the appropriate scope of consolidation and that accounting criteria are properly applied.

The Group has an internal audit unit, which supports the Audit, Risks and Compliance Commission in monitoring internal control system over financial reporting. The Internal Audit Department depends to the Audit Commission, which annually approves the audit plan for each fiscal year and the resources required for its development and performs the monitorization of identified incidents, if any, and receives Internal Audit´s activity report at the end of each financial year.

The main objective of internal audit is to provide the Group management and the Audit Commission with reasonable assurance on the environment and internal control systems operating within the Group companies having been properly managed. For this purpose, internal audit reviews the design and scope of the Group's internal control system over financial reporting, and subsequently carries out the evaluation of the design and effectiveness of the control activities defined in the model. Annually the functioning of the general controls of the Group as well as controls related to the most relevant information systems in the financial reporting process and the key control activities in the ICFR are tested. For each of the identified weaknesses, an estimation of its impact is done. Also, for all the identified weaknesses a plan of action is defined in order to correct or mitigate the risk, including a responsible for the management and an implementation schedule. The Internal Audit Direction reports annually to the Audit Commission on the results of the evaluation of the ICFR and regularly informs on the evolution of the more relevant established action plans.

F.5.2. Whether any discussion procedure is in place whereby the auditor (in accordance with the provisions of the Technical Auditing Rules), the internal audit function and other experts may notify senior management and the Audit Commission or directors any significant internal control weaknesses identified during the processes of reviewing the financial statements and in any other processes that may have been entrusted to them. Information must also be provided on whether it has an action plan that seeks to correct or mitigate the weaknesses identified.

The significant deficiencies and material weaknesses that would have been revealed as a result of the internal audit's assessment of the of internal control system over financial reporting, are reported to the Audit Commission. Internal Audit prepares an annual report on the evaluation of the internal control system over the Group's financial information with all the identified weaknesses. For each of the identified weaknesses a plan of action is defined, including a responsible for the management and an implementation schedule.

Additionally, ultimately, the internal control system is reviewed by the statutory auditor of the Group, who reports to the Management and the Audit Commission on the significant and material weaknesses identified and gives opinion on the effectiveness of internal control over financial reporting during the year.

F.6 Other relevant information

None

F.7 External auditor's report

Provide information on:

F.7.1. Whether the information on the ICFR sent to the markets has been reviewed by the external auditor, in which case the entity should include the provided report as an annex. If that is not the case, reasons should be reported.

The system of internal control over financial reporting is audited by the external auditor of the Group that gives opinion on the effectiveness of internal control within a reasonable assurance report in accordance with ISAE 3000 that it is attached to this document.

G EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's level of compliance with recommendations from the Unified Code of Good Governance.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company´s actions. General explanations are not acceptable.

1. **That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.**

   Compliant

2. **That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:**

   a) **The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.**
   b) **The mechanisms in place to resolve any conflicts of interest that may arise.**

   Does not apply

3. **That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:**

   a) **Changes that have occurred since the last General Shareholders' Meeting.**
   b) **Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.**

   Compliant

4. **That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into**

practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Compliant

5. **That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.**

   And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

   Compliant

6. **That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:**

   a) **Report regarding the auditor's independence.**
   b) **Reports regarding the workings of the audit committee and the appointments and remuneration committee.**
   c) **Report by the audit committee regarding related-party transactions**

   Compliant

7. **That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.**

   And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

   Compliant

8. **That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this**

opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Compliant

9. **That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.**

   And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

   Compliant

10. **That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:**

    a) Immediately distributes the additions and new proposals.

    b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.

    c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.

    d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

    Does not apply

11. **That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.**

    Does not apply

12. **That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.**

    And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Compliant

13. **That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.**

Compliant

14. **That the Board of Directors approves a a policy aimed at favouring an appropriate composition of the Board and that:**

a) Is concrete and verifiable;

b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and

c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Compliant

15. **That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.**

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Compliant

16. **That the percentage of proprietary directors divided by the number of non-executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.**

This criterion may be relaxed:

a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.
b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Compliant

The Company has 12 non-executive directors, of which 5 (representing 41.66% of the total number of non-executive directors) are proprietary directors.

The proprietary directors represent the significant shareholders Amber Capital, Vivendi, Global Alconaba and Rucandio, which together, as of December 31, 2024, represent 56.54% of the Company's share capital.

17. **That the number of independent directors represents at least half of the total number of directors.**

    Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

    Compliant

18. **That companies publish and update the following information regarding directors on the company website:**

    a) Professional profile and biography.
    b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
    c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
    d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
    e) The shares and options they own.

    Compliant

19. **That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.**

    Does not apply

20. **That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.**

    Compliant

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Compliant

22. That companiesshould establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented

Compliant

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Compliant

24. **That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.**

    And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

    Compliant

25. **That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.**
    And that the Board rules establish the maximum number of company Boards on which directors may sit.

    Compliant

26. **That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.**

    Compliant

27. **That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.**

    Compliant

28. **That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.**

    Compliant

29. **That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.**

    Compliant

30. **That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require**

    Compliant

31. **That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.**

    When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall by duly recorded in the minutes.

    Compliant

32. **That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.**

    Compliant

33. **That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.**

    Compliant

34. **That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non-executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.**

    Compliant

35. **That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.**

    Compliant

36. **That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:**

    a) **The quality and efficiency of the Board of Directors' work.**
    b) **The workings and composition of its committees.**
    c) **Diversity of membership and competence of the Board of Directors.**

d) **Performance of the chairman of the Board of Directors and the chief executive officer of the company.**
e) **Performance and input of each director, paying special attention to those in charge of the various Board committees.**

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Partially compliant

The Regulations of the Board of Directors provides for the procedure to carry out the annual evaluation of the Board. Nevertheless, no evaluation was conducted of the individual contribution and performance of each Board member (although the Chairmen of the Board of Directors and of the board committees, the executive directors and the coordinating director were evaluated individually as to fulfillment of their specific responsibilities).

37. **That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.**

Compliant

38. **That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.**

Compliant

39. **That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.**

Compliant

40. **That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.**

Compliant

41. **That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.**

Compliant

42. **That in addition to the provisions of applicable law, the audit committee should be responsible for the following:**

With regard to information systems and internal control:

a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.

b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.

c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.

d) Generally ensuring that internal control policies and systems are effectively applied in practice.

With regard to the external auditor:

a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.

b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.

c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.

d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.

e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence

Compliant

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Compliant

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Compliant

45. That the risk management and control policy identify or determine, as a minimum:

a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.

b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.

c) The level of risk that the company considers to be acceptable.

d) Measures in place to mitigate the impact of the risks identified in the event that they should materialised.

e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks

Compliant

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

a) **Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.**

b) **Actively participate in the creation of the risk strategy and in important decisions regarding risk management.**

c) **Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.**

Compliant

47. **That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate – are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.**

Compliant

48. **That high market capitalisation companies have formed separate appointments and remuneration committees.**

Does not apply

49. **That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.**

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Compliant

50. **That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:**

a) **Propose basic conditions of employment for senior management.**

b) **Verify compliance with company remuneration policy.**

d) **Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.**

e) **Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.**

f) **Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.**

Compliant

51. **That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.**

Compliant

52. **That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:**

    a) **That they are comprised exclusively of non-executive directors, with a majority of them independent.**

    b) **That their chairmen be independent directors.**

    c) **That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.**

    d) **That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.**

    e) **That their meetings be recorded and the minutes be made available to all directors.**

Compliant

53. **That verificationof compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.**

Compliant

54. **The minimum functions referred to in the foregoing recommendation are the following:**

    a) **Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.**

b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.

c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.

d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.

e) Supervision and evaluation of the way in which relations with the various stakeholders are handled

Compliant

55. That environmental and social sustainability policies identify and include at least the following:

a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct

b) Means or systems for monitoring compliance with these policies, their associated risks, and management.

c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
d) Channels of communication, participation and dialogue with stakeholders.

e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Compliant

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Compliant

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to

share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.

Compliant

58. **That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.**

    And, in particular, that variable remuneration components:

    a) **Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.**

    b) **Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.**

    c) **Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.**

Compliant

59. **That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.**

    That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Compliant

60. **That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.**

Compliant

61. **That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.**

    Compliant

62. **That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.**

    An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

    The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require

    Compliant

63. **That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.**

    Compliant

64. **That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.**

    For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

    Partially Compliant

    The contract between the Company and one of the current executive directors Mr. Francisco Cuadrado (Executive Chairman of Santillana), provides that in the event his contract is terminated: i) voluntarily by the director as a consequence of a change in control of the Company (as defined in the contract) or ii) unilaterally terminated at the Company's discretion or due to breach on the part of the Company, the executive director will be entitled to a fixed-amount post-contract non-competition compensation equal to six months' of his last gross salary and, in addition, to a total compensation of 1,643,020 euros (gross). In determining this amount the following were taken into account (a) the amounts for wrongful dismissal to which Mr. Cuadrado would have been entitled for the termination of the ordinary employment and senior management contracts under which Mr.

Cuadrado was employed in different Grupo Prisa entities from 18 October 1989 until the entry into force of his present contract (July 2021) and (b) a gross up to compensate the loss to Mr. Cuadrado for not being able to benefit from the maximum exemption for dismissal or termination of workers provided for in article 7.e) of the Individual Income Tax Act. Moreover, the termination of Mr. Cuadrado's provision of services contract entitles him to an additonal gross compensation in the amount currently established as the social security contributory unemployent benefit, taking as a reference the maximum contributory quota and the maximum period for which that benefit is granted.

In view of the above, if the provision of services contract governing Mr. Cuadrado's executive functions were terminated, his compensation would exceed the limits provided for in this recommendation.

H FURTHER INFORMATION OF INTEREST

1. **If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.**

2. **This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.**

   Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. **The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July, 2010**

-With regard to Section A.5 of this report, see section D.

- With regard to Section B.2 of this report, it should be underscored that in the Company's internal regulations (Articles of Association, General Meeting Regulations and Board of Directors Regulations) the power to issue non-convertible bonds has been transferred from the General Meeting to the Board. Therefore, although those regulations stipulate the same qualified majorities as are set out in article 201.2 of the LSC for the cases provided for in article 194.1 of the LSC, the quorums and qualified majorities required for the issue of bonds by the General Meeting apply exclusively to resolutions for the issue of convertible bonds.

-It should be noted that the Company has answered section C.1.5 in this Report taking into account the wording of subsection 6 of article 540.4.c) of the Corporate Enterprises Act (LSC), in accordance with Law 11/2018, of December 28 amending the Commercial Code, the consolidated text of the LSC and the Law on Account Audits in matters of nonfinancial information and diversity.

-Prisa does not prepare any annual corporate governance report other than this one.

- The Company is not a signatory to the Code of Best Tax Practices of 20 July 2010.

- Lastly it is placed on record, in general for the entire Report that the taxpayer identification numbers (CIF) attributed to certain natural and legal persons are fictitious and have only been included to be able to complete the electronic template.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on March 19, 2025.

State whether any directors voted against or abstained from voting on this report.

NO

ANNEX TO THE ANNUAL CORPORATE GOVERNANCE REPORT

FINANCIAL YEAR 2024

Section C.1.26: Individualized attendance at meetings of the Board of Directors (fiscal year 2024)

DIRECTOR	ATTENDANCE AT THE BOARD MEETINGS
Joseph Oughourlian (Chairman)	11/11
Fernando Carrillo Flórez (First Deputy Chairman)	11/11
Pilar Gil Miguel (Second Deputy Chairman)	11/11
Sylvia Bigio	9/9
Beatrice de Clermont-Tonnerre	11/11
Francisco Cuadrado Pérez	11/11
Carmen Fernández de Alarcón Roca	11/11
Margarita Garijo Bettencourt	10/11
Mª José Marín Rey-Stolle	11/11
Carlos Nuñez Murias	11/11
Manuel Polanco Moreno	11/11
Teresa Quirós Álvarez	11/11
Isabel Sánchez García	11/11
Javier Santiso Guimaras	10/11
Andrés Varela Entrecanales	11/11

Note: The table above details the directors´ attendance at the Board meetings when they have attended either personally (physically or by telematic means) or represented. For these purposes it is not taken into account when a director is absent and represented.

Ms. Sylvia Bigio joined the Board of Directors on February 21, 2024.

Promotora de Informaciones, S.A.

Independent Reasonable Assurance Report on the System of Internal Control over Financial Reporting

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

KPMG Auditores, S.L.
Paseo de la Castellana, 259C
28046 Madrid

Independent Reasonable Assurance Report on the System of Internal Control over Financial Reporting

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the directors of Promotora de Informaciones, S.A.

Further to your request, we have performed a reasonable assurance engagement on the design and effectiveness of the System of Internal Control over Financial Reporting (hereinafter "ICOFR") of Promotora de Informaciones, S.A. (the "Parent") and subsidiaries (the "consolidated PRISA Group" or the "Group") and the description thereof, included in note F of the accompanying Annual Corporate Governance Report at 31 December 2024. This system is based on the criteria established in the Internal Control (2013) - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

An entity's internal control over financial reporting is designed to provide reasonable assurance that its annual financial reporting complies with the applicable financial reporting framework. It includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and assets of the Group; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Group's consolidated annual accounts in accordance with the applicable financial reporting framework; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposal of the Group's assets that could have a material effect on the consolidated annual accounts. In this respect it should be borne in mind that, irrespective of the quality of the design and operation of the internal control system adopted in relation to annual financial reporting, the system may only provide reasonable, but not absolute assurance in relation to the objectives pursued, due to the limitations inherent in any internal control system.

Directors' and Management's Responsibility

The Board of Directors of the Parent is responsible for adopting appropriate measures to reasonably ensure the implementation, maintenance and oversight of an adequate system of internal control over financial reporting, evaluating its effectiveness and developing improvements to that system, and preparing and defining the content of the ICOFR information attached hereto.

On the Spanish Official Register of Auditors ("ROAC") with No. S0702, and the Spanish Institute of Registered Auditors' list of companies with No. 10.
Reg. Mer Madrid, T. 11.961, F. 90, Sec. 8, H. M -188.007, Inscrip. 9
N.I.F. B-78510153

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

Our Responsibility

Our responsibility is to express an opinion on the design and effectiveness of the Group's System of Internal Control over Financial Reporting based on our examination, and on the preparation of the disclosures contained in the ICOFR general information included in note F of the Group's Annual Corporate Governance Report at 31 December 2024.

We conducted our examination in accordance with ISAE 3000 (International Standard on Assurance Engagements 3000, Assurance Engagements other than Audits or Reviews of Historical Financial Information), issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) for the issue of reasonable assurance reports. This standard requires that we plan and perform our work to obtain reasonable assurance about whether the Group maintains, in all material respects, effective internal control over financial reporting. Our work included obtaining an understanding of the Group's System of Internal Control over Financial Reporting, assessing whether there could be material internal control weaknesses, testing and evaluating the design and operating effectiveness thereof, and performing such other procedures as were considered necessary in the circumstances. We consider that our examination provides a reasonable basis for our opinion.

Our firm applies International Standard on Quality Management 1 (ISQM 1), which requires us to design, implement and operate a system of quality management, including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including international independence standards) issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Inherent Limitations

Due to the limitations inherent in any internal control system, there is always a possibility that the ICOFR may not prevent or detect misstatements or irregularities that may arise as a result of errors, irregularities or fraud that could occur without being detected. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or due to a decline in the level of compliance with policies and procedures.

Conclusion

In our opinion, the Group maintained, in all material respects, effective internal control over financial reporting at 31 December 2024, in accordance with the criteria established in the Internal Control (2013) - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Furthermore, the disclosures contained in the ICOFR information included in note F of the Group's Annual Corporate Governance Report at 31 December 2024 have been prepared, in all material respects, in accordance with the requirements set forth in article 540 of the Revised Spanish Companies Act and in Spanish National Securities Market Commission (CNMV) Circular 5/2013 of 12 June 2013, and subsequent amendments thereto, the most recent being CNMV Circular

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

3/2021 of 28 September 2021, with respect to the description of Internal Control over Financial Reporting in Annual Corporate Governance Reports.

Other Matter

Our examination did not constitute an audit of accounts and is not subject to the legislation regulating the audit of accounts in Spain. As such, in this report we do not express an audit opinion on the accounts under the terms provided in the above-mentioned legislation. However, on 19 March 2025 we issued our unqualified auditor's report on the consolidated annual accounts of the Group for 2024, in accordance with the legislation regulating the audit of accounts in Spain.

KPMG Auditores, S.L.

(Signed on original in Spanish)

Yolanda Pérez

19 March 2025